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A LIMITED LIABILITY PARTNERSHIP
 CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

TELEPHONE: (352) 368-2800
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 TOLL FREE: 1-800-651-9646
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JONATHAN S. DEAN P. A. *
 MICHAEL E. DEAN
 SUSAN E. DEAN P. A.
 THEODORE S. FRIES, JR.

*CERTIFIED CIRCUIT COURT MEDIATOR

MAILING ADDRESS:
 230 N.E. 25TH AVENUE
 OCALA, FLORIDA 34470-7075

March 17, 2003

Secretary of State
 Division of Corporations
 P. O. Box 6327
 Tallahassee FL 32314-6327

RE: PRIVATE OCALA AVIATION, LLC

Gentlemen:

Enclosed please find our check in the amount of \$160.00 to cover costs for the filing fee for recording the Articles of Organization for Private Ocala Aviation, LLC. I have also enclosed a copy of the Articles to be returned marked "Filed."

Upon acceptance and filing of this new limited liability company, please forward the acknowledgement and accompanying documents to my attention. Should you have any questions, please do not hesitate to give me a call.

Very truly yours,

DEAN & DEAN LLP

Mary Lou Rountree
 Secretary

:mlr
 Enclosures

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
PRIVATE OCALA AVIATION, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **PRIVATE OCALA AVIATION, LLC** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 35 S.W. 57th Avenue, Ocala, Florida 34474.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Michael E. Dean, 230 N.E. 25th Avenue, Ocala, Florida 34470.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The initial member of the company shall contribute to the capital of the company the sum of \$1,000.00.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as all the members determine. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- INITIAL MEMBER

The initial member of the company shall be Jorge Arellano.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Jorge Arellano, 35 S.W. 57th Avenue, Ocala, Florida 34474.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ocala, Florida, on this 11th day of February, 2003.


JORGE ARELLANO

SECRETARY OF STATE
ALLAHABASSIE, FLORIDA
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STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 11th day of February, 2003, by **JORGE ARELLANO**, who has produced a Florida Driver's License as identification.



Notary Public

My commission expires on:

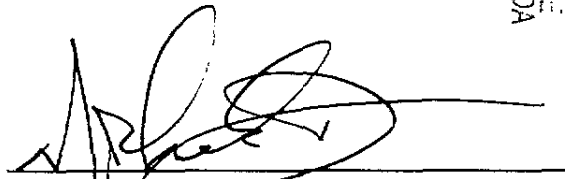


Amanda K. Puckett
MY COMMISSION # CC830954 EXPIRES
April 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **PRIVATE OCALA AVIATION, LLC**, I hereby accept the designation and agree to act as the Registered Agent of said company.

Dated: February 11, 2003.



By: **MICHAEL E. DEAN**

SECRET
NOTICE OF SALE
TALLAHASSEE, FLORIDA

03 MAR 2003 9:28

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