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LIMITED LIABILITY COMPANY

BC Air, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:
BC Air, L.L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is 14160 Palmetto Frontage Road, Suite 21, Miami Florida 331016. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE III - Duration

This Limited Liability Company is to exist perpetually. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a member and the names and address of the managers are:

<u>Name</u>	<u>Address</u>
Martin Caparros Jr. .	14160 Palmetto Frontage Rd. Suite 21 Miami, Fl. 33016
Jose Boschetti	14160 Palmetto Frontage Rd. Suite 21 Miami, FL. 33016

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ARTICLE V - Membership

Initially, the Limited Liability Company shall have two members. The name, address and percentage membership interests are:

<u>Name</u>	<u>Address</u>	<u>Interest</u>
Martin Caparros Jr.	14160 Palmetto Frontage Rd. Suite 21 Miami, FL 33016	50%
Jose Boschetti	14160 Palmetto Frontage Rd. Suite 21 Miami, FL 33016	50%

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

ARTICLE VI - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Regulations adopted by the members.

ARTICLE VII - Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

ARTICLE VIII - Amendment

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership

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entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

ARTICLE IX - Registered Office and Registered Agent

That BC Air, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Alexander Vega, as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 14160 Palmetto Frontage Rd. Suite 21 Miami, Fl. 33016.

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County, State of Florida, this ____ day of June, 2004.

BC Air, L.L.C.
By Martin Caparros Jr., its managing member

By: 
Martin Caparros Jr., President

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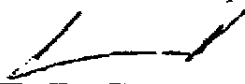
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That BC Air, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Alexander Vega, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Alexander Vega.
Registered Agent

6-9-04

Date

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