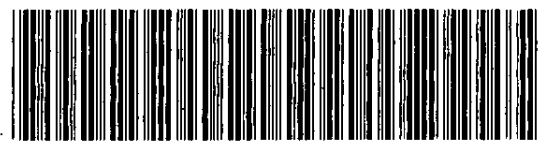


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EXAMINER

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FAX (863) 676-0643

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September 5, 2008

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: GROUPER AVIATION, L.L.C.

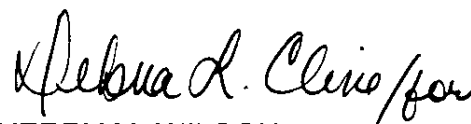
Gentlemen:

Enclosed for filing please find the Articles of Organization for the above-referenced Florida limited liability company.

Also enclosed is a check in the amount of \$155.00 for the filing fees and the cost of a certified copy.

If anything further is needed, please let me know. Otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,



KERRY M. WILSON

:pk
Enclosures

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
BRENDA L. APPELDORN
KEVIN A. ASHLEY
JASON M. BERGWALL
JACK P. BRANDON
JOSHUA K. BROWN

PHILIP H. BUSH
DEBRA L. CLINE
CLINTON A. CURTIS
JACOB C. DYKHOORN
DAVID G. FISHER
MICHAEL T. GALLAHER
JOHN R. GRIFFITH
DAVID E. GRISHAM

JONN D. HOPPE
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
ALEXANDER F. KOSKEY, III
DOUGLAS A. LOCKWOOD, III
BRIAN K. MATHIS
CORNEAL B. MYERS
E. BLAKE PAUL

ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON
RYAN W. ZIKA

THOMAS E. BAYNES, JR.
OF COUNSEL



**ARTICLES OF ORGANIZATION
FOR
GROUPER AVIATION, L.L.C.,
A Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
Name**

The name of this Company shall be **GROUPER AVIATION, L.L.C.**

**ARTICLE II
Duration**

The term of existence of the Company shall be perpetual.

**ARTICLE III
Mailing and Street Address**

The mailing address of the Company is P.O. Box 194, Winter Haven, FL 33882, and the street address of the Company is 200 Avenue B, N.W., 2nd Floor, Winter Haven, FL 33881.

**ARTICLE IV
Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: Carl J. Strang, III, 200 Avenue B, N.W., 2nd Floor, Winter Haven, FL 33881.

**ARTICLE V
Admission of Additional Members;
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company and in accordance with applicable law.

**ARTICLE VI
Management of Company**

The Company is to be a member managed company.

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DIVISION OF CORPORATIONS
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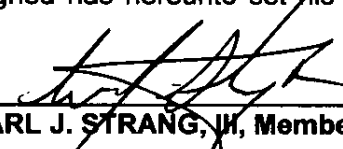
ARTICLE VII
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE VIII
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Company and in accordance with applicable law.

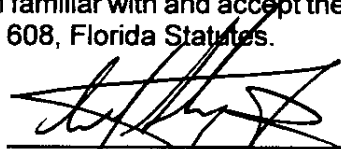
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 26th day of August, 2008.



CARL J. STRANG, III, Member

STATEMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided in Chapter 608, Florida Statutes.

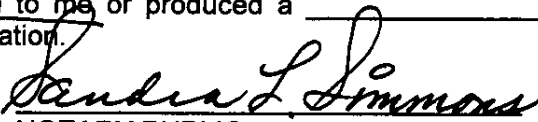


CARL J. STRANG, III

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 26th day of August, 2008, by **CARL J. STRANG, III**, who is personally known to me or produced a _____ as identification.

(SEAL)
 SANDRA L. SIMMONS
Commission DD 656406
Expires April 21, 2011
Bonded Through Fidelity Insurance 800-365-7819


NOTARY PUBLIC
SANDRA L. SIMMONS
Print Name of Notary

jsn

My Commission Expires: