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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 AM 10:42

Telephone (407) 729-6106

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May 12, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400002179754--9
-05/15/97--01051--001
****250.00 ****250.00

Subject: Jet Partners, LLC

Dear Sir/Madam:

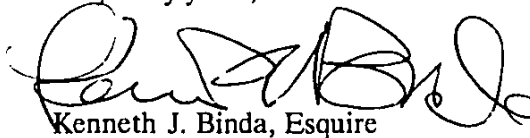
400002179754--9
-05/15/97--01051--002
*****35.00 *****35.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

Very truly yours,


Kenneth J. Binda, Esquire

Enclosure
KJB/ecw

D. BROWN MAY 20 1997

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

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ARTICLE I. - NAME

The name of the Limited Liability Company is:

JET PARTNERS, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

1371 GENERAL AVIATION DRIVE

MELBOURNE, FLORIDA 32935

ARTICLE III. - DURATION

The period of duration for the Limited Liability Company shall be:

PERPETUAL

ARTICLE IV. - MANAGEMENT

(check and complete the appropriate statement)

 X The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

JET PARTNERS, INC.

1371 GENERAL AVIATION DRIVE

MELBOURNE, FLORIDA 32935

PRESIDENT: GARY L. FLAUGHER

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

GOVERNED BY THE JET PARTNERS, LLC, UNIT OWNERS/MEMBER
AGREEMENT AND THE JET PARTNERS, LLC PURCHASE AGREEMENT

ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

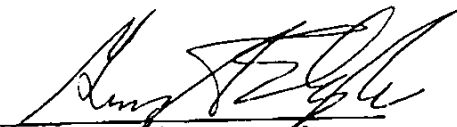
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

GOVERNED BY THE JET PARTNERS, LLC, UNIT OWNERS/MEMBER
AGREEMENT AND THE JET PARTNERS, LLC PURCHASE AGREEMENT

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of JET PARTNERS, LLC deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$ 1,000.00
3. if any, the agreed value of property other than cash contributed by member(s)
is \$ 0.00
4. the amount of cash or property anticipated to be contributed by member(s)
is \$ 1,000.00
5. the total amounts of 2, 3, and 4 is \$ 2,000.00


Signature of a member or
authorized representative of a
member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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97 MAY 15 AM 10:42**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is:
2. The name and address of the registered agent and office is:

Gary Flaughner

(Name)

1371 General Aviation Drive

(Address - P.O. Box not acceptable)

Melbourne, FL 32935

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

(Signature)

(Date)

May 3, 1997