

L9900000 1981

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR -7 PM 3:49

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000008230 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : BAKER & HOSTETLER LLP
Account Number : T19990000077
Phone : (407)649-4043
Fax Number : (407)841-0168

23162/91001 CM
6099

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -7 AM 11:37

LIMITED LIABILITY COMPANY

WP Flight, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

Fax Audit # H99000008230 7

Articles of Organization
of
WP FLIGHT, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is WP Flight, LLC (hereinafter referred as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 1821 Orange Blossom Trail, Apopka, Florida 32703, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Initial Members

The name and address of the initial member of the Company (the "Member") is:

446523
Weller Pool Constructors, Inc.
1821 S. Orange Blossom Trail
Apopka, Florida 32703

Prepared by Richard T. Fulton
200 S. Orange Ave., Suite 2300
Orlando, FL 32801
(407)-649-4005
FL Bar #237574
Fax Audit # H99000008230 7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR - 7 AM 11:37

Fax Audit # H99000008230 7

ARTICLE V

Management

The Company shall be managed by one or more managers. The initial managing member shall be Weller Pool Constructors, Inc. until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, managers of the Company to conduct the business affairs of the Company, in accordance with the Regulations.

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the majority in interest of the members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Continuation of Business

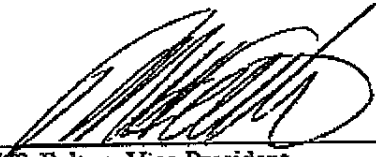
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 7 AM 11:37

Fax Audit # H99000008230 7

Fax Audit # H99000008230 7

DATED as of the 7th day of April, 1999.

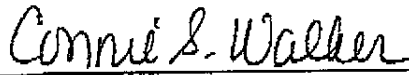

Richard T. Fulton, Vice President
A.G.C. Co., Authorized Representative of the
Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99/APR-7 AM 11:37

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 7th day of April, 1999, by Richard T. Fulton, Vice President of A.G.C. Co., on behalf of the Corporation, as authorized representative of the members. He is personally known to me, ~~or has produced~~ ~~identification~~

(NOTARY SEAL)


(Notary Signature)

Connie S. Walker
(Notary Name Printed)
NOTARY PUBLIC

Commission No. _____

G:\ag\4361\09900\00070\wp flight\articles of org.doc



Connie S. Walker
MY COMMISSION # CCS20222 EXPIRES
JUNE 18, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

Fax Audit # H99000008230 7

Fax Audit # H99000008230 7

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

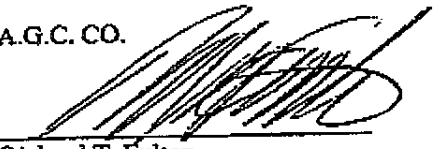
Pursuant to the provisions of Florida Statute Section 608.415, WP Flight, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is WP Flight, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: April 7, 1999.

A.G.C. CO.



Richard T. Fulton
Vice President

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 APR -7 AM 11:37

Fax Audit # H99000008230 7

Fax Audit # H99000008230 7

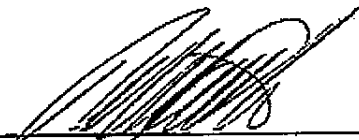
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of WP Flight, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$325,000.
3. No property of value, real or personal, other than cash, will be contributed by the member.
4. The total amount of additional cash or property anticipated to be contributed by the member is 0.
5. The total amount of 2, 3 and 4 is \$325,000.

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

Dated: April 7, 1999.


 Richard T. Fulton, Vice President,
 A.G.C. Co., Authorized Representative of the
 Member

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 APR -7 AM 11:37