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MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

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MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER X
SCOTT A. ORTH
JENNIFER E. PRICE
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STANLEY D. GOTTSEGEN

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* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

X BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

L980000000584

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

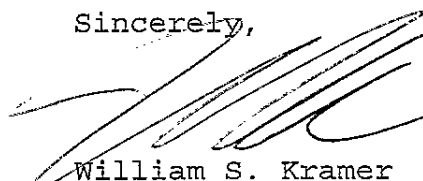
500002516945--4
-05/08/98--01062--001
*****293.75 *****293.75

Re: Articles of Organization
CARIBBEAN AVIATION, L.C.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization and a check in the amount of \$293.75 representing the filing fee, registered agent designation and a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Sincerely,


William S. Kramer

WSK/smb
Enclosures

cc: Manuel Garrido

Name	MOB
Availability	MOB
Document Examiner	MOB
Updater	MOB
Updater Verifier	MOB
Acknowledgement	MOB
W. P. Verifier	MOB

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ARTICLES OF ORGANIZATION
OF
CARIBBEAN AVIATION, L.C.

The undersigned initial members of CARIBBEAN AVIATION, L.C.,
a Florida limited liability company formed hereunder (the
"Company"), on behalf of the other members of the Company, hereby
form a limited company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

CARIBBEAN AVIATION, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Manuel Garrido
10830 N.W. 27th Street
Miami, FL 33172

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

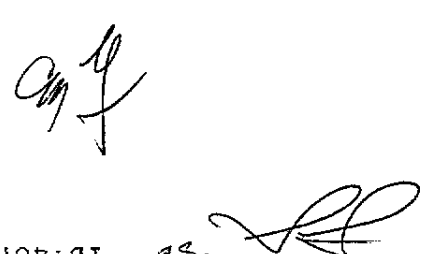
c/o Manuel Garrido
10830 N.W. 27th Street
Miami, FL 33172

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of
this Company in the State of Florida shall be:

c/o Manuel Garrido
10830 N.W. 27th Street
Miami, FL 33172

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ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Limited Liability Company is to be managed by its members. The names and addresses of the initial managing members are set forth below. The initial managing members shall serve as managers until the first annual meeting of members or until their successors are elected and qualified.

Becker Avionics, Inc. 897-138
10830 N.W. 27th Street
Miami, FL 33172

Manuel Garrido
10830 N.W. 27th Street
Miami, FL 33172

Stoney Stafford
10830 N.W. 27th Street
Miami, FL 33172

Raul de la Cierra
10830 N.W. 27th Street
Miami, FL 33172

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ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the

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Handwritten signature and initials

operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

[Handwritten signature]
R.S.

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ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE XII. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 2nd day of May, 1998.



INITIAL MEMBERS:

BECKER AVIONICS, INC., a
Delaware corporation,
authorized to transact
business in Florida

By: Manuel Garrido, President



MANUEL GARRIDO

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RAUL de la CIERRA

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**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

CARIBBEAN AVIATION, L.C.

2. The name and address of the registered agent and office is:

c/o Manuel Garrido
10830 N.W. 27th Street
Miami, FL 33172

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.


MANUEL GARRIDO

Date: 2nd May 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CARIBBEAN AVIATION, L.C. 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 \$80,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
A description of the property is attached and make a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
- 5) the total amount of 2, 3, and 4 is \$80,000.00


MANUEL GARRIDO, Initial Member

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STATE OF FLORIDA)
 : SS
COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 2 day of MAY, 1998, by Manuel Garrido, who ☒ is personally known to me or [] has produced his driver's license or as identification.


Notary Public

My Commission Expires:



RAUL DE LA SIERRA
Comm. No. CC 695874
My Comm. Exp. Nov. 12, 2001
3rd thru Pichard Ins. Agcy.

 RS.