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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cardinal Air LLC

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

ARTICLE I -- NAME

The name of the Limited Liability Company is **CARDINAL AIR, LLC.**

ARTICLE II -- ADDRESS

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


979 Beachland Boulevard
Vero Beach, FL 32963

**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Registered Agent are:

Todd W. Fennell
979 Beachland Boulevard
Vero Beach, FL 32963

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 Article of these Articles of Organization, 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 for in Chapter 608 of the Florida Statutes.


Todd W. Fennell, Registered Agent

ARTICLE IV -- MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company.

The Managers shall be elected annually in the manner prescribed in the Operating Agreement for this Limited Liability Company.

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ARTICLE V -- GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement.

ARTICLE VI -- EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.


IN WITNESS WHEREOF, the authorized representative of a Member has affixed his signature this 5th day of April, 2004.


TODD W. FENNELL, Authorized
Representative

STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared TODD W. FENNELL, to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at Vero Beach, said County and State aforesaid, this 5th day of April, 2004.


Notary Public, State of Florida at Large.
My Commission Expires:



Patti A. Bachman
MY COMMISSION # CC937119 EXPIRES
June 9, 2004
BONDED THRU TROY FARM INSURANCE, INC.