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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Learning to Fly, LLC

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MAR 13 2008

EXAMINER

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**Articles of Organization
of
Learning to Fly, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company is: Learning to Fly, LLC.

ARTICLE II — Initial Address:

The initial mailing address and street address of the principal office of the limited liability company is: c/o Gary D. Lipson, Esquire, 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

Article III — Registered Agent and Registered Office:

The name and the Florida street address of the initial registered agent of the limited liability company are: Gary D. Lipson, 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

Article IV — Management:

The limited liability company is to be managed by a manager or managers and is, therefore, a manager-managed company.

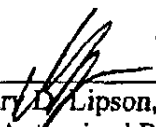
Article V — Indemnification:

This limited liability company shall indemnify and hold harmless its managers, directors, officers, employees, attorneys and agents to the fullest extent permitted by law.

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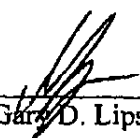
IN WITNESS WHEREOF, the undersigned, as an authorized representative of a member, has signed and acknowledged these Articles of Organization on March 12, 2008.



Gary D. Lipson,
as Authorized Representative

Statement Accepting Appointment as Registered Agent

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in the statement. 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 under Chapter 608, Florida Statutes.



Gary D. Lipson

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