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KATHERINE E. BADAME, C.P.A.
2995 S.E. GLASGOW DR.
STUART, FL 34997

(561) 781-1295
fax (561) 781-4402

December 27, 1999

MJH

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/30/99--01059--017
***155.00 ***155.00

Re: Happy Landings USA, LLC

Dear Sir or Madam:

Enclosed are the Articles of Organization for Happy Landings USA, LLC
and a check for \$155.00 for Filing Fee, Designation of Registered Agent and Certified
Copy.

Please return to : Katherine E. Badame
2995 SE Glasgow Dr.
Stuart, FL 34997

I can be reached at either 561-781-1295 or 561-219-9297 if you have any questions.

Thank you for your assistance.

Sincerely yours,



Katherine Badame
enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

HAPPY LANDINGS USA, LLC.

ARTICLE II - Address:

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

2201 SE INDIAN STREET, UNIT 0
STUART, FLORIDA 34997

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

KATHERINE E. BADAME

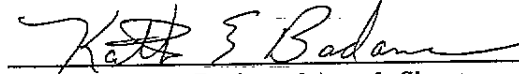
Name

2995 SE GLASGOW DR.

Florida street address (P.O. Box NOT acceptable)
STUART, FL 34997

City, State, and 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 as provided for in Chapter 608, F.S..

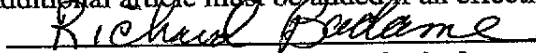


Registered Agent's Signature

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)



Signature of a member or an authorized representative of a member.

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

RICHARD BADAME

Typed or printed name of signee

FILING FEES:

- \$ 100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (OPTIONAL)
- \$ 5.00 Certificate of Status (OPTIONAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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