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**ARTICLES OF ORGANIZATION  
OF  
WORLDWIDE AIRSHIP OPERATIONS, L.L.C.  
A Florida Limited Liability Company**

The undersigned (the "Member") acting as the organizer of Worldwide Airship Operations, L.L.C., ("Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE 1**

NAME

The name of the limited liability company is:

Worldwide Airship Operations, L.L.C.

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00 MAR 17 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 2**

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

**ARTICLE 3**

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS  
AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Charles D. Hood, Jr. The street address of the Company's initial registered office is 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

B. Principal Place of Business. The street address of the Company's principal office is 444 Seabreeze Boulevard, Suite 740, Daytona Beach, FL 32118. *The mailing address shall be the same.*

## ARTICLE 4

### ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

## ARTICLE 5

### MANAGER

The name and business address of the initial Manager of the Company is: Paul W. [REDACTED] Jr., 444 Seabreeze Boulevard, Suite 740, Daytona Beach, FL 32118. Should the foregoing named Manager be unable to serve in this capacity, in such event the business of the Company shall be managed by a Manager elected by the Members holding seventy-five (75%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and further provided in the Operating Agreement adopted by the Company.

## ARTICLE 6

### PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement adopted by the Company.

## ARTICLE 7

### CONTINUATION OF BUSINESS

The remaining Member or Members of the Company shall have the right to continue the business of the Company upon the retirement, resignation, expulsion, bankruptcy or dissolution of a Member.

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## ARTICLE 8

### AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval by a majority of the Members of the Company and the approval of the Manager of the Company.

## ARTICLE 9

### AUTHORIZED REPRESENTATIVE

Under the provisions of the Florida Limited Liability Company Act, Deutsche Luftschiff AG, a member of the Company, authorizes Charles D. Hood, Jr., to file these Articles of Organization as an authorized representative of the Company.

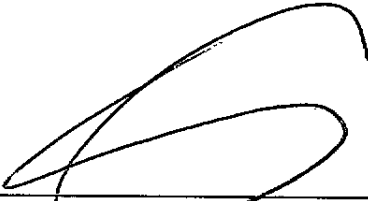
THE UNDERSIGNED authorized representative of this limited liability company executes these Articles of Organization this 16<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
CHARLES D. HOOD, JR.  
Authorized Representative

### STATEMENT OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above named limited liability company at the street addresses stated in the foregoing Articles of Organization, I hereby accept such appointment 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, Florida Statutes.

DATED this 16<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
CHARLES D. HOOD, JR.

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MAR 17 PM 3:49  
CLERK OF STATE  
TALLAHASSEE, FLORIDA