



THE UNITED STATES
CORPORATION

L0000000 4076

ACCOUNT NO. : 072100000032

REFERENCE : 655061 120708A

AUTHORIZATION :

COST LIMIT : \$ 155.00

FILED
00 APR -7 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Papp

ORDER DATE : April 7, 2000

ORDER TIME : 2:05 PM

ORDER NO. : 655061-005

000003200570--4

CUSTOMER NO: 120708A

CUSTOMER: Ronald W. Ritchie, Esq
RONALD W. RITCHIE, P.A.
RONALD W. RITCHIE, P.A.
Suite 4
5129 Castello Drive
Naples, FL 34103

DOMESTIC FILING

NAME: NAPLES AVIATION GROUP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L00-4074

Name	<i>CRH-10</i>
Address	
Occupation	
Education	
Age	
Sex	
W.P.	



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 2000

JANNA WILSON
CSC

SUBJECT: NAPLES AVIATION GROUP, L.L.C.
Ref. Number: W00000009368

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TALLAHASSEE, FLORIDA

We have received your document for NAPLES AVIATION GROUP, L.L.C. and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The articles of organization must be signed by a member not the organizer.,

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 000A0001922

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TALLAHASSEE, FLORIDA

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to the filing date as file date

ARTICLES OF ORGANIZATION

OF

NAPLES AVIATION GROUP, L.L.C., A LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this limited liability company is **NAPLES AVIATION GROUP, L.L.C.**, referred to in these Articles of Organization as the "Company."

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered, principal and mailing address of the Company is 100 Aviation Drive South, Naples, Florida 34104. The Company's registered agent is Mark K. London, whose office is located at 100 Aviation Drive South, Naples, Florida 34104.

ARTICLE III

DURATION

Unless affirmatively dissolved, the Company shall have perpetual duration.

ARTICLE IV

ORGANIZER

The organizer of the Company is Mark K. London, a natural person at least eighteen (18) years old.

ARTICLE V

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI

MANAGEMENT BY MANAGERS

Section 6.01 Designation of Managers

(a) Managers. The Company will be managed by managers, who shall be (1) Mark K. London, whose address is 100 Aviation Drive South, Naples, Florida 34104, and (2) Wallace J. Hilliard, 240 Aviation Drive South, Naples, Florida 34104, who will each serve until the next scheduled annual elections of the Company.

(b) Removal. The member(s) may remove a manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a manager whose removal is sought may not vote, or

(ii) written consent of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

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(c) Resignation. A manager may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the manager must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten days after the date the manager gives notice to all members or at a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of a manager is effective or the members remove a manager, the Company will be managed by the remaining manager until a replacement manager is chosen with the majority consent of the members.

(e) Replacement Manager. The members will elect a replacement manager at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, the replacement manager will have all of the powers and duties of the initial managers.

Section 6.02 Authority of the Managers

Managers' Operational Authority. The managers have authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its purposes. The signatures of both of the managers herein named is

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sufficient to bind the Company. This provision does not alter or waive any duty that a manager may have to the Company concerning a manager's exercise of management authority.

Section 6.03 Nonliability of Managers for Acts or Omissions in Official Capacity

The managers are released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

Section 6.04 No Authority of Members

Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VII

IDENTIFICATION OF MANAGERS

The names and addresses of the managers of the Company are:

MARK K. LONDON
100 AVIATION DRIVE SOUTH
NAPLES, FLORIDA 34104

WALLACE J. HILLIARD
100 AVIATION DRIVE SOUTH
NAPLES, FLORIDA 34104

ARTICLE VIII

CONTRIBUTIONS

The member(s) in the aggregate have contributed to the Company \$3,000.00 in cash.

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ARTICLE IX

ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

ARTICLE X

DISSOLUTION

Section 10.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member
Dissociation.

(i) To avoid dissolution under this Section 10.01(b), the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE XI
DISTRIBUTIONS

Section 11.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed to by all of the members.

Section 11.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

ARTICLE XII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

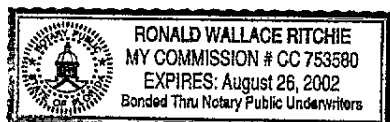
Executed this 6 day of April, 2000.

By: [Signature]
MARK K. LONDON, Member

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 6th day of April, 2000, by MARK K. LONDON, who is personally known to me (or has produced his Florida Driver's License No. _____ as identification) and who did/did not take an oath.

(S E A L)



[Signature]
NOTARY PUBLIC
Print Name - RONALD W. RITCHIE
Commission Number - _____
My Commission Expires: _____

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, the undersigned limited liability company 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 **NAPLES AVIATION GROUP, L.L.C.**

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

Mark K. London
100 Aviation Drive South
Naples, Florida 34104

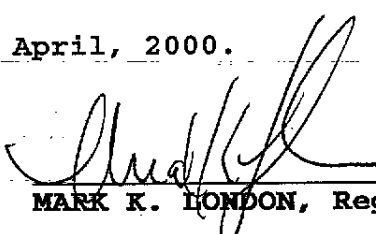
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ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATED this 6 day of April, 2000.


MARK K. LONDON, Registered Agent