

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8070 • (850) 342-0622 • Fax (850) 222-9222

L000000007298

Souley Aviation, LLC

100003300781--5

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

RECEIVED

00 JUN 22 AM 9:49

FILED

00 JUN 22 AM 10:48

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Requested by

Name

Walk-In

Date

Will Pick Up

Time

ARTICLES OF ORGANIZATION OF SOLLEY AVIATION, L.L.C.

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

ARTICLE I - Name:

The name of the limited liability company is SOLLEY AVIATION, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 4602 Southwinds Three Drive, Destin, Florida 32541. The registered office of the Limited Liability Company is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall commence on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Organization) and shall be perpetual unless the Limited Liability Company is terminated as provided in its regulations; provided, however, that the remaining members may continue the existence of the Limited Liability Company as provided in Article VI below and as further provided in its regulations.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are: Michael W. Solley, 4602 Southwinds Three Drive, Destin, Florida 32541.

ARTICLE V - Admission of Additional Members:

New members of the Limited Liability Company shall be admitted only upon the consent of all the members or otherwise pursuant to the terms and provisions of its regulations.

ARTICLE VI - Members' Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right, by unanimous consent, pursuant to the terms and provisions of its regulations, to continue the business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which otherwise terminates the continued membership of a member in the Limited Liability Company.

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SECRETARY OF STATE
FLORIDA

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21st day of June, 2000.



William Scott Foster -

An authorized representative of a member
executing the Articles of Organization

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TALLAHASSEE FLORIDA

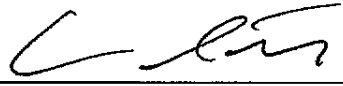
CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SOLLEY AVIATION, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office, as indicated in its Articles of Organization, at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named WILLIAM SCOTT FOSTER, located at 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named as registered agent and to accept service of process for the above stated 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.


WILLIAM SCOTT FOSTER
DATED: 21st day of June, 2000

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00 JUN 22 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY
ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, FL 32547
Telephone: 850/863-4064

LIMITED LIABILITY COMPANY