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GOFLIGHT LLC  
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ARTICLES OF ORGANIZATION

OF

GOLFLIGHT, LLC

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I  
NAME

The name of the limited liability company to be formed hereunder is

"Golflight, LLC"

ARTICLE II  
DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 27th day of June, 2000, and shall continue in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III  
PURPOSES

The purpose of the limited liability company is to engage in air charter and other related services and products, either on its own or in conjunction with others, as well as to conduct any other lawful activities mutually agreeable to the Members.

ARTICLE IV  
POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V  
MAILING ADDRESS AND PLACE OF BUSINESS

The mailing address and place of business in Florida for the limited liability company is:

6533 Stonington Drive  
Tampa, Florida 33647

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**ARTICLE VI  
MANAGEMENT**

The limited liability company shall be managed by a Board of Managers. The name and current address of the initial Board of Managers are as follows:

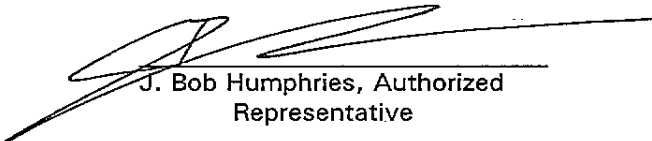
Robert Kempton  
6533 Stonington Drive  
Tampa, Florida 33647

Laura Kempton  
6533 Stonington Drive  
Tampa, Florida 33647

**ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT**

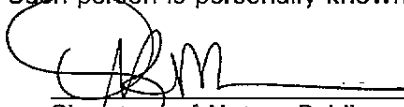
The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida, 33602, and the name of its initial registered agent is J. Bob Humphries.

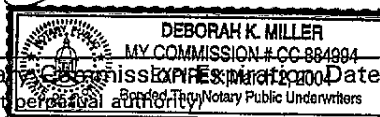
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 26th day of June, 2000.

  
J. Bob Humphries, Authorized  
Representative

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26th day of June, 2000, by J. Bob Humphries, as the authorized representative of the members of GolfFlight, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

  
Signature of Notary Public

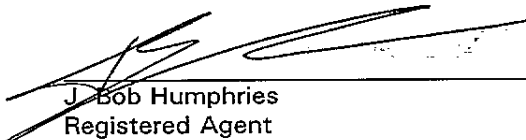
  
Notary Public  
(if not personal authority)

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Golflight, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

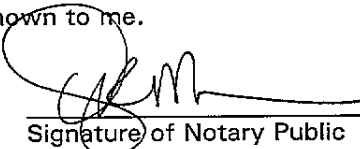
Signed this 26th day of June, 2000.

  
J. Bob Humphries  
Registered Agent

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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26th day of June, 2000, by J. Bob Humphries, as Registered Agent for Golflight, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

  
Signature of Notary Public

