

LAW OFFICES
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MIAMI, FLORIDA 33129

PHILIP T. WEINSTEIN
FLORIDA BAR CERTIFIED TAX LAWYER
SUSAN GRANOFF

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Via FedEx
Airbill No. 1272 000

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Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/06/00--01107--008
****337.50 ****160.00

Re: Max Air Services, LLC

Dear Sir/Madam:

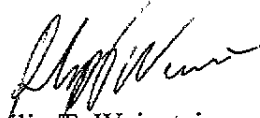
We are enclosing the following:

1. Executed original Articles of Organization of Max Air Services, LLC, a new limited liability company.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent.
4. Our check in the amount of \$337.50 payable to the Florida Department of State representing the filing fee, designation of resident agent fee and the certified copy fee.

FILED
00 JUL -6 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process this filing as rapidly as possible and send us the certified copy of the Articles of Organization.

Very truly yours,


Philip T. Weinstein

PTW/jaq
Encls.

L00-8422
SA 7/18

ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is: MAX AIR SERVICES, L.L.C.

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is 2066 Holly Oaks River Drive, Jacksonville, Florida 32225.

ARTICLE III
Duration

The period of duration for the Limited Liability Company shall be for ninety nine (99) years from the date of filing of these articles of organization.

ARTICLE IV
Management

The Limited Liability Company is to be managed by the managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is as follows:

David L. Pepper
P.O. Box 350106
Jacksonville, Florida 32235
99.9% interest

ARTICLE V
Admission of Additional Members

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Restraint on Alienation of Shares

The members of this limited liability company shall have the power to include in the bylaws, or by separate operating agreement adopted by a majority of the members of the limited liability company, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the limited liability company by any of its members, or in the event of the death of any of its members. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the members of the limited liability company; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such member interest. No member of the limited liability company may sell or transfer any member interest in the limited liability company except to another individual who is eligible to be a member of the limited liability company, and the sale or transfer may be made only after it has been approved at a member meeting especially called for that purpose. If any member becomes legally disqualified to conduct the stated purpose of the limited liability company in the state of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such services, that member's interest shall be immediately become subject to purchase by the limited liability company in accordance with the bylaws or operating agreement adopted by the members.

ARTICLE VII
Registered Agent

The name and street address of the initial registered agent of the Corporation is:

Philip T. Weinstein, Esq.
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

ARTICLE VIII
Amendment

The limited liability company reserves the right to amend or repeal any provisions of these articles of organization in the manner provided by law. Any right conferred on the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 5 day of July, 2000.




David L. Pepper

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

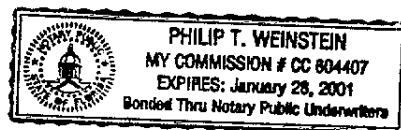
BEFORE ME, the undersigned authority, personally appeared David L. Pepper, to me known or who has produced ~~as identification~~ as identification, to be the person described in and who subscribed to the above Articles of Organization, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 5 day of July, 2000.



NOTARY PUBLIC,
State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

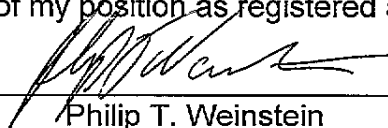
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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
MAX AIR SERVICES, L.L.C.
2. The name and address of the registered agent and office is:

Philip T. Weinstein, Esq.
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

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 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.


Philip T. Weinstein

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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