

PHONE • 850-432-1300
FACSIMILE • 850-438-4244

EDSEL F.
MATTHEWS
JR., P.A.
ATTORNEY AT LAW

REAL ESTATE DEPARTMENT
850-435-1008

308 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32501
edsmatthews@earthlink.net

July 11, 2000

Florida Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600003322426--6
-07/13/00--01077-015
****125.00 ****125.00

RE: Flag Leasing, L.L.C.

EFFECTIVE DATE
7-11-00

Dear Sir or Madam:

Enclosed herewith you will find the following documents with regard to the above-referenced limited liability company:

1. Original and one (1) copy of the Articles of Organization of Flag Leasing, L.L.C. with attached Certificate of Designation of Registered Agent/Registered Office.
2. My firm's check in the amount of \$125.00 representing the filing fee for the Articles of Organization and Designation of Registered Agent.

After filing the Articles of Organization, please return a letter of acknowledgment and the copy of the Articles of Organization with the filing date stamped thereon.

Your kind attention to this matter is appreciated. Should you have any questions regarding the enclosed please do not hesitate to contact the undersigned.

Sincerely,

Jenice C. Jones
Jenice C. Jones
Legal Assistant to

EDSEL F. MATTHEWS, JR., ESQUIRE

/jcj
Enclosure(s)

00 JUL 13 PM 3:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

62

ARTICLES OF ORGANIZATION

OF

FLAG LEASING, L.L.C.

ARTICLE I

Name

The name of the Limited Liability Company is FLAG LEASING, L.L.C.

ARTICLE II

Address

The mailing and street address of the principal office of the Limited Liability Company is 3000 Langley Avenue, Pensacola, Florida 32504.

ARTICLE III

Duration

This Limited Liability Company shall exist perpetually, commencing upon the date of execution of these articles of organization.

ARTICLE IV

Registered Agent and Office

The name and the Florida street address of the registered agent are:

Edsel F. Matthews, Jr.
308 S. Jefferson Street
Pensacola, Florida 32501

FILED
00 JUL 13 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this the 11th day of July, 2000, at Pensacola, Florida.



RODGER LOWERY

FILED

00 JUL 13 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/

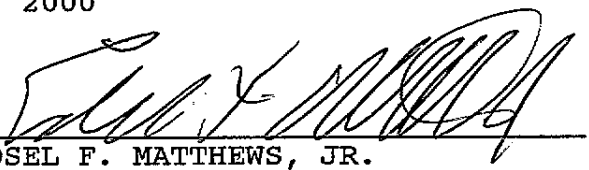
REGISTERED OFFICE

Pursuant to the provisions of the 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 FLAG LEASING, L.L.C.
2. The name and address of the registered agent and office is: Edsel F. Matthews, Jr., 308 South Jefferson Street, Pensacola, Florida 32501.

Having been named as registered agent and to accept service of process for the above-named 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: 7-11, 2000


EDSEL F. MATTHEWS, JR.
Registered Agent

FILED
00 JUL 13 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA