Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4003

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone

: (305)541-3694

Fax Number

: (305)541-3770

LIMITED LIABILITY COMPANY

BATCH-AIR FINANCE, LLC

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Certified Copy	1
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Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF BATCH-AIR FINANCE, LLC

ARTICLE I

The name of the limited liability company. The name of the limited liability company ("LLC") is:

BATCH-AIR FINANCE, LLC

ARTICLE 2

Mailing address and the street address of the principal office of the LLC. The mailing address and the street address of the principal office of the LLC is:

BATCH-AIR FINANCE, LLC 950 S. E. 12th Street Hialeah, FL 33010

ARTICLE 3

Name and street address of its initial registered agent for service of process in the state. The name and street address of the LLC's initial registered agent for service of process in the state is:

Gutter, Josepher & Ruffin, P.A. 100 W. Cypress Creek Road, Suite 900 Ft. Lauderdale, FL 33309

Prepared By:
Richard A. Josepher, Esq.
Gutter Josepher & Ruffin
100 W. Cypress Creek Road, Suite 900
Ft. Lauderdale, FL 33309
Ft. Bar #251852

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Written statement required by s. 608.415, together with a statement accepting the appointment as a registered agent of the above LLC, and stating that the registered agent is familiar with, and accepts, the obligations of that position.

"Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned hereby accepts the appointment as a registered agent of the above LLC, and is familiar with, and accepts, the obligations of that position as provided for in said chapter 608."

Dated this 20th day of July, 2000.

GUTTER, JOSEPHER & RUFFIN, P.A.

By:

ARTICLE 5

Manager-managed LLC. The LLC is to be a manager-managed company and is to be managed by one or more managers.

ARTICLE 6

Effective date of Articles. These articles of organization are effective on the date of filing thereof.

ARTICLE 7

Execution of Articles of Organization in accordance with 608.407 and 608.408. In accordance with section 608.407 and 608.408, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed at Ft. Lauderdale, Florida on the 20 day of July, 2000.

Richard A. Josepher, authorized representative of the single

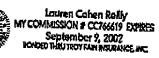
member, Aerospace Finance, Ltd.

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STATE OF FLORIDA	110000000000
COUNTY OF BROWARD) \$\$:)
personally known, or who pro executed the foregoing Articlesame for the purposes therein	nent was acknowledged before me this 20 day of July, 2000, by Richard epresentative of a member of BATCH-AIR FINANCE, LLC, to meduced as identification, who did take an oath and es of Organization, and acknowledged before me that he executed the expressed. and official seal in the County and State named above, this 20 day
of July, 2000.	Hawen Cohen Reilly
	NOTARY PUBLIC
	Name of Notary: Commission No.:
My Commission Expires:	



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