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ACCOUNT NO.: 072100000032

REFERENCE: 892885 10118C

AUTHORIZATION:

COST LIMIT : \$ PPD

ORDER DATE: November 9, 2000

ORDER TIME : 11:33 AM

ORDER NO. : 892885-005

CUSTOMER NO: 10118C

CUSTOMER: Joel E. Boyd, Esq

Dean Mead Spielvogel Goldman &

Suite 100

8240 Devereux Drive Melbourne, FL 32940

DOMESTIC FILING

NAME:

ARCHER AVIATION TRANSFER,

L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ____ PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

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****155.00 ****155.00

ARTICLES OF ORGANIZATION

<u>OF</u>

ARCHER AVIATION TRANSFER, L.L.C.

The undersigned, acting as organizer of this Limited Liability Company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of the limited liability company shall be ARCHER AVIATION TRANSFER, L.L.C. (the "Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is: 316 Pine Ridge Lane, Melbourne, Florida 32940.

ARTICLE III - DURATION

The term of existence of the Company shall commence with the filing of the Articles of Organization with the Secretary of State of the State of Florida, and shall continue perpetually, unless sooner dissolved pursuant to the Articles of Organization or Regulations of the Company, or by operation of law.

<u>ARTICLE IV - MANAGEMENT</u>

The Company is to be managed by the Members. The name and address of the initial Member is as follows:

Dave T. Archer 316 Pine Ridge Lane Melbourne, FL 32940

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

New Members shall be admitted only with the unanimous consent of, and upon terms unanimously approved by, all of the Members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued on approval of all of the remaining Members (other than the terminated Member and such member's successors-in-interest).

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company in the State of Florida shall be 8240 Devereux Drive, Suite 100, Melbourne, Florida 32940. The name of the registered agent of the Company at that address is JOEL E. BOYD.



IN WITNESS WHEREOF, the undersigned Member has made and subscribed

these Articles of Organization this 6th day of November, 2000.

Dave T. ARCHER, Member

Sworn to and subscribed before me this 6th day of November, 2000, by DAVE T. ARCHER, as the Member of ARCHER AVIATION TRANSFER, L.L.C., a Florida limited liability company. Said person (check one) is personally known to me, in produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or in produced other identification, to wit:

Notary Public State of Florida Yvonne Mendez Gommission # CC 880579 Expires 11/06/2003 Print/Name: Vonnemend
Notary Public, State of Florida

Commission No.: C C
My Commission Expires:

1116/2003

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

JOEL E. BOYD

Dated: November 6, 2000