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January 15, 2001

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-01/18/01--01040--002
****130.00 ****130.00

Gentlemen:

Please file the enclosed Articles of Organization of Richard J. Knox. My check is enclosed in the amount of \$130.00; \$100.00 for the filing and \$30.00 for the certified copy.

Please send the certified copy to me.

Very truly yours,


Charles A. Hall

CAH/ks

Enclosures

FILED
01 FEB -5 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 23, 2001

CHARLES A. HALL
509 CANAL ST
SUITE A
NEW SMYRNA BEACH, FL 32168

SUBJECT: RICHARD J. KNOX, L.L.C.
Ref. Number: W01000001699

We have received your document for RICHARD J. KNOX, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

A limited liability company may not serve as its own registered agent. Please designate an individual or an active entity, with a Florida street address. A post office box is not acceptable.

A limited liability company may not serve as its own management.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 701A00003659

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
RICHARD J. KNOX, L.L.C.

The Undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLES I – NAME

The name of the limited liability company shall be Richard J. Knox, L.L.C. The principal place of business of the Company shall be 391 Timberlane Drive, New Smyrna Beach, Florida 32168. The mailing address of the Company shall be the same.

ARTICLE II – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than January 15, 2026, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III – PURPOSES AND POWERS

The general purpose for which the Company is organized is to buy, sell and lease aircraft and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Richard J. Knox, 391 Timberlane Drive, New Smyrna Beach, Florida 32168.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of the managing member, or upon the occurrence of any other event that terminates the continued membership of the managing member in the Company unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The Company shall be managed by a managing member in accordance with regulations adopted by him 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 managing member of the company is Richard J. Knox, 391 Timberlane Drive, New Smyrna Beach, Florida, 32168.

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CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

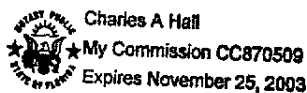
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at New Smyrna Beach Florida, for the foregoing uses and purposes this 15th day of January 2001.

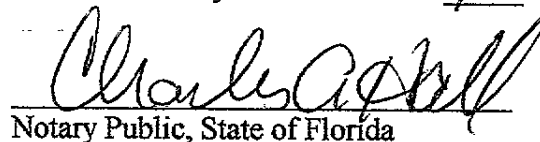

Name of Organizer

STATE OF FLORIDA
COUNTY OF Volusia

Before me personally appeared Richard J. Knox, to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 15 day of January, 2001.




Notary Public, State of Florida

) Acceptance of Registered Agent

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Richard L. Knox, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


Name
Registered Agent

FILED
01 FEB - 5 PM 3:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EXHIBIT A

IN THE SUM OF \$100.00

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SECONDARY OF STATE
TALLAHASSEE, FLORIDA