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April 26, 2001

Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Re: EGRET AIR L.L.C.

4000004093724--1
-05/01/01--01015--023
***155.00 ***155.00

Ladies and Gentlemen:

Enclosed are the original and a copy of the Articles of Organization of the above-referenced proposed Limited Liability Company. Please file the original and return the copy certified.

A check in the amount of \$155.00 is enclosed to cover the \$100.00 filing fee, the \$25.00 Registered Agent fee, and the \$30.00 fee for the certified copy.

Please note that Article V of the Articles of Organization provides that this Limited Liability Company shall commence its existence upon the date of execution of the Articles.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: _____

Mark H. Dahlmeier

Enclosures

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FILED
01 APR 30 PM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SINCE 1924

ARTICLES OF ORGANIZATION

OF

EGRET AIR L.L.C.

A Florida Limited Liability Company

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be EGRET AIR L.L.C.

ARTICLE II

Address

The mailing and principal address of this limited liability company shall be 2512 Egret Lake Drive, West Palm Beach, Florida 33413.

ARTICLE III

Registered Agent, Registered Office, & Registered Agent's Signature

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

Mark H. Dahlmeier
Jones, Foster, Johnston & Stubbs, P.A.
505 South Flagler Drive, Suite 1100
West Palm Beach, Florida 33401

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TALLAHASSEE, FLORIDA

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 my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Mark H. Dahlmeier

ARTICLE IV

Management

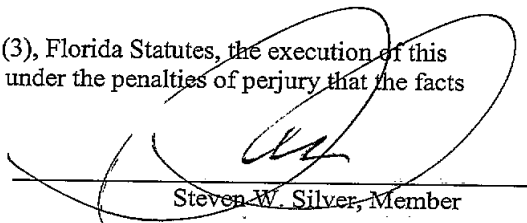
The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company.

ARTICLE V

Commencement

This limited liability company shall commence its existence upon the date of execution of these Articles of Organization pursuant to Florida Statutes 608.409(1), providing that a Limited Liability Company's existence may begin up to five days before the filing with the Secretary of State.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Steven W. Silver, Member

Dated this 30 day of March, 2001.

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