



L01000009285

ACCOUNT NO. : 072100000032

REFERENCE : 176729 7274517

AUTHORIZATION :

COST LIMIT : \$ 125.00

01 JUN 11 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*Patented*

ORDER DATE : June 6, 2001

ORDER TIME : 11:56 AM

ORDER NO. : 176729-001

CUSTOMER NO: 7274517

600004897286-2

CUSTOMER: Mr. Charles Scholley  
Mr. Charles Schooley

7572 Hawks Landing Drive

West Palm Beach, FL 33412

DOMESTIC FILING

NAME: RS AIR, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

2001 JUN 11 PM 1:31  
TO AVOID A LATE  
SUFFICIENCY OF FILING  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

L01-9285  
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

RS AIR, LLC

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

7572 Hawks Landing Drive, West Palm Beach, Florida 33412

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

Corporation Service Company  
 Name  
 1201 Hays Street  
 Florida street address (P.O. Box **NOT** acceptable)  
 Tallahassee FL 32301  
 City, State, and Zip

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*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..*

Corporation Service Company

By: *Lynette Coleman*  
Registered Agent's Signature

**Article IV - Management (Check box if applicable.)**

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

(An additional article must be added if an effective date is requested)

*Lynette Coleman*  
Signature of a member or an authorized representative of a member.

(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.)

Lynette Coleman

Typed or printed name of signee

**Filing Fees:**

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

Members List

Charles Schooley

7572 Hawks Landing Drive  
West Palm Beach, FL 33412

Thomas W. Rivera

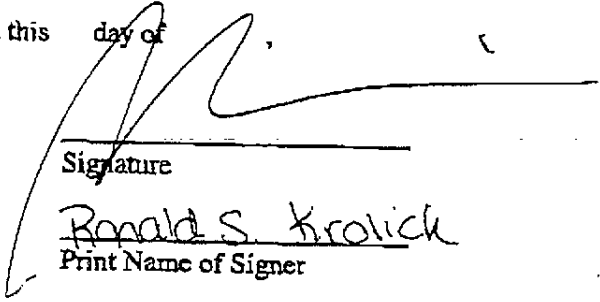
P.O. Box 13606  
San Juan, P.R. 00908-3606

jjw

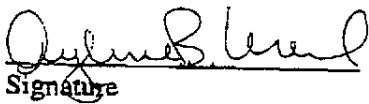
**LIMITED POWER OF ATTORNEY**

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of RS Air, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this \_\_\_\_\_ day of \_\_\_\_\_

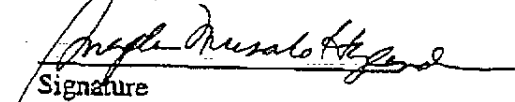
  
\_\_\_\_\_  
Signature  
Ronald S. Krolick  
Print Name of Signer

WITNESS:

  
\_\_\_\_\_  
Signature

Aulin B. Uval  
Print Name of Witness

WITNESS:

  
\_\_\_\_\_  
Signature

ANGELA MIRALO HYLAND  
Print Name of Witness