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ARTICLES OF ORGANIZATION OF AIR FARE, LLC, a Florida limited liability company

The name of the limited liability company is Air Fare, LLC. The mailing address and the street address of the principal office of the limited liability company is:

1.

5757 Collins Avenue #2304 Miami Beach, Florida 33140.

The name and street address of the initial registered agent of the limited liability company are:

Melissa J. Rubin 5757 Collins Avenue #2304 Miami Beach, Florida 33140.

ized Representative

Dated: as of August 27, 2001.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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STATE

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) she accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) she is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

79.2001. Dated: as of August ____

Melissa J. Rubin, Registered Agent

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