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Law Offices of
Harrison K. Chauncey, Jr., P.A.

241 Bradley Place
Palm Beach, Florida 33480

Harrison K. Chauncey, Jr.
Mark R. Brown *

*Florida Bar Certified in Taxation

Telephone: (561) 833-3001
Facsimile: (561) 833-9060

August 27, 2001

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Via Federal Express

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Lodestar Aviation, LLC

Dear Sir or Madam:

Enclosed for filing are the Articles of Organization for Lodestar Aviation, LLC. This firm's check in the amount of \$125.00 is also enclosed in payment of the filing and designation of registered agent fees. Please return the enclosed duplicate original Articles of Organization stamped with the filing information.

Should you have any questions concerning the enclosed, please do not hesitate to contact me.

Sincerely,



Cynthia F. Skwierc
Paralegal

FILED
01 AUG 28 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO1-14961
JR

Enclosures

**ARTICLES OF ORGANIZATION
OF
LODESTAR AVIATION, LLC**

ARTICLE I

NAME

The name of the limited liability company shall be Lodestar Aviation, LLC ("Company"). The principal place of business and mailing address of the Company in Florida shall be 1555 Palm Beach Lakes Boulevard, Suite 1600, West Palm Beach, Florida 33401.

ARTICLE II

DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which the Company is organized is 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.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Mark R. Brown, 241 Bradley Place, Palm Beach, Florida 33480.

ARTICLE V

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

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 VII

TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided that there are at least one (1) remaining member.

ARTICLE VIII

MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with the regulations adopted by the members 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 names and addresses of the members of the Company are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Robert G. Merkel | 1555 Palm Beach Lakes Blvd., Suite 1600 West Palm Beach, Florida 33401 |

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act this 27th day of August, 2001.


Mark R. Brown, Authorized Representative

FILED
01 AUG 28 10:00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

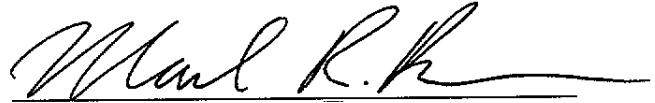
The foregoing instrument was acknowledged before me this ____ day of August, 2001, by Mark R. Brown, who is personally known to me and who did not take an oath.

Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person name in the Articles of Organization of Mark R. Brown as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.



Mark R. Brown, Registered Agent

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01 AUG 28 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA