

01000017130

JARVIS & ASSOCIATES, P.A.

The Atrium
1500 San Remo
Suite 145
Coral Gables, FL 33146

James W. Jarvis
Aylin Fraxedas
Bryan P. Winters †

† also admitted to the Territorial and
Federal Bars of the U.S. Virgin Islands

Telephone
(305) 448-4848
Facsimile
(305) 445-4545
e-mail
jwi@jarvislaw.com

9/27

September 25, 2001

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

600004613546--7
-09/27/01--01047--012
****125.00 ****125.00

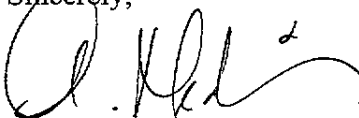
Re: Paramount Airlines LLC

Dear Madam/Sir:

Enclosed please find the original Articles of Organization for the Florida Limited Liability Company to be filed with the Secretary of State. Also, enclosed please find our check no. 4376 in the amount of \$125.00 for the respective filing fees.

If you have any questions please do not hesitate to contact me at your earliest convenience.

Sincerely,



Alicia Medina
Legal Assistant to James W. Jarvis, Esq.

/am

Enclosures

f:\corporate\paramount airlines, llc\secretary of state 9-25.doc

FILED
01 SEP 27 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

PARAMOUNT AIRLINES LLC

**ARTICLE II
ADDRESS**

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

2011 South Perimeter Road
Suite L
Ft. Lauderdale, Florida 33309

**ARTICLE III
PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in lawful acts or activities for which limited liability companies may be formed under Chapter of the Statutes of the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall be seventy-five (75) years.

FILED
01 SEP 27 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Manager and the name and address of such manager who is to serve as Manager is:

Marco Possati
2011 South Perimeter Road
Suite L
Ft. Lauderdale, Florida 33309

The Manager shall have the right to adopt, alter, amend or repeal the regulations for the limited liability company without the approval of the Members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would ordinarily terminate the continued membership of a member of the limited liability company.

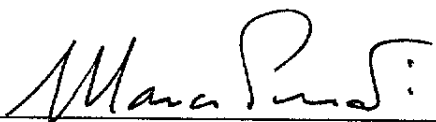
ARTICLE VIII
INDEMNIFICATION

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he

or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nob contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.



Marco Possati, Member

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

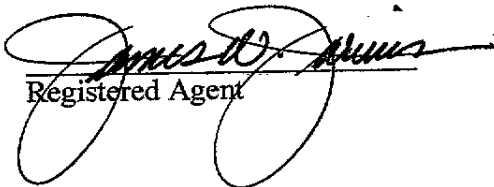
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.412 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PARAMOUNT AIRLINES LLC
2. The name and address of the registered agent and office is:

Jarvis & Associates, P.A.
1500 San Remo, Suite 145
Coral Gables, FL 33146

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.


Registered Agent

9/25/01
Date