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BENJAMIN L. NEMSER  
ATTORNEY AT LAW

12240 N.E. 14TH AVENUE  
NORTH MIAMI, FLORIDA 33161  
(305) 899-1584

November 21, 2001

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Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Organization-Global Flight Services, LLC

Enclosed please find the original and copy of the Articles of Organization of Global Flight Services, LLC. together with my check in the amount of \$125.00 to cover filing and Designation of Registered Agent fees. Please forward the letter of acknowledgement to the undersigned.

Thank you for your assistance.

Sincerely,



BENJAMIN L. NEMSER

BLN/hs

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**GLOBAL FLIGHT SERVICES, LLC**

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

**ARTICLE I - NAME**

The name of the Limited Liability Company is GLOBAL FLIGHT SERVICES, LLC.

**ARTICLE II - ADDRESS**

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

12240 NE 14<sup>th</sup> Avenue  
North Miami, Florida 33161

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles are filed by the Florida Department of State. The company's existence shall be perpetual unless dissolved as provided in these articles or in the regulations.

**ARTICLE IV - REGISTERED AGENT AND OFFICE**

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

Benjamin L. Nemser  
12240 NE 14<sup>th</sup> Avenue  
North Miami, Florida 33161

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company cash property in the amount of Ninety Thousand Dollars (\$90,000). Each member shall make additional capital contributions to the company only on the unanimous consent of all of the members, or as provided in the regulations.

**ARTICLE VI - ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company without the unanimous written consent of all of the members of the company and on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the company, but the transferee shall have no right to participate in the management of the company or become a member unless all of the members of the company approve of the transfer by written consent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

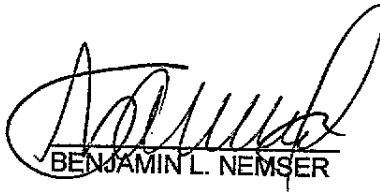
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company unless the business of the company is continued by majority vote of all of the remaining members.

## ARTICLE VIII - MANAGEMENT

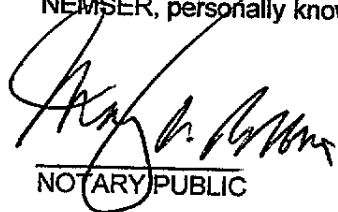
The company shall be managed by the members in accordance with regulations adopted by the members. The name and address of the managing member is:

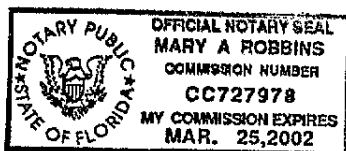
Benjamin L. Nemser  
12240 NE 14<sup>th</sup> Avenue  
North Miami, Florida 33161

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at North Miami, Florida, on November 21, 2001.

  
BENJAMIN L. NEMSER

Sworn to and subscribed before me this 21<sup>st</sup> day of November 2001 by BENJAMIN L. NEMSER, personally known to me.

  
NOTARY PUBLIC



**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

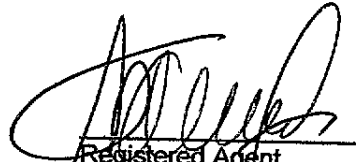
Under the provisions of F.S. Chapter 608, GLOBAL FLIGHT SERVICES, LLC hereby submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is GLOBAL FLIGHT SERVICES LLC.
2. The name and address of the registered agent in Florida are:

BENJAMIN L. NEMSER  
12240 NE 14<sup>th</sup> Avenue  
North Miami, Florida 33161

The undersigned, being the person named in the articles of organization of GLOBAL FLIGHT SERVICES, LLC as its registered agent, hereby consents to accept service of process for the above named company at the place designated in the articles of organization, and accepts appointment as registered agent. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated: November 21, 2001

  
Registered Agent  
BENJAMIN L. NEMSER