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Friday, January 4, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

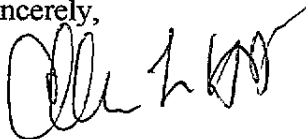
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-01/09/02--01033--003
***125.00 ***125.00

Re: Aviation Partners, L.C.
My File: 01-40

Dear Sirs:

Enclosed please find an original and two copies of Articles of Organization, a Resident Agent Designation and affidavit of Capital Contributions for a new Limited Liability Company to be called Aviation Partners, L.C. together with my check in the amount of \$125.00. Please file this, returning a copy to me.

Sincerely,



Allan L. Hoffman

Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
AVIATION PARTNERS, L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be **AVIATION PARTNERS, L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be **2633 LANTANA RD, SUITE 28, BLDG. 402, LANTANA, FL 33462.**

ARTICLE III - DURATION

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

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is **MICHAEL LEIGHTON, 2633 LANTANA RD, SUITE 28, BLDG. 402, LANTANA, FL 33462**

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Schedule "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous written consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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.

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& ALIEN REGISTRATION

ARTICLE VIII - TERMINATION OF EXISTENCE

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 the written consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with 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

NAME	ADDRESS
Floridian Air, Inc.	2633 LANTANA RD, SUITE 28, BLDG. 402, LANTANA, FL 33462
Chardan Air Corp.	2633 LANTANA RD, SUITE 28, BLDG. 402, LANTANA, FL 33462

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at West Palm Beach, Florida, on this 4 day of January, 2002.

Chardan Aero Corp.

Floridian Air, Inc.


By Charles D. Clapper
Charles D. Clapper, President

By Michael Leighton
Michael Leighton, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of January 4, 2002. by MICHAEL LEIGHTON as President of Floridian Air, Inc, and CHARLES D. CLAPPER, as President of Chardan Aero Corp. who are personally known to me or () who has produced as identification and who did take an oath.

[Signature]
Signature of Notary

 Allan L. Hoffman
Commission # CG 896057
Expires Jan. 31, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

SCHEDULE A

Name:	Address:	% Interest:
Floridian Air, Inc.	2633 LANTANA RD, STE 28, BLDG. 402, LANTANA, FL 33462	50%
Chardan Aero Corp.,	2633 LANTANA RD, STE 28, BLDG. 402, LANTANA, FL 33462	50%

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RESIDENT AGENT CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE THE FOLLOWING IS SUBMITTED.

FIRST--THAT **AVIATION PARTNERS, L.C.**

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT

2633 LANTANA RD, SUITE 28, BLDG. 402, LANTANA, FL 33462

NAMED

MICHAEL LEIGHTON,

LOCATED AT **2633 LANTANA RD, SUITE 28, BLDG. 402, LANTANA, FL 33462**

ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

CHARDAN AERO CORP.

FLORIDIAN AIR, INC.

By 
Charles D. Clapper, President

By 
Michael Leighton, President

TITLE Members of Aviation Partners, L.C.

DATE: January 4th, 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
Michael Leighton, RESIDENT AGENT

DATE: January 4, 2002.

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TALLAHASSEE, FLORIDA