

WALTERS
LEVINE
BROWN
KLINGENSMITH
& THOMISON P.A.
ATTORNEYS AT LAW

Lo200000 1189

December 26, 2001

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Organization of Woolever Orlando Investments, Inc;
Articles of Organization of Woolever Properties, LLC
Articles of Organization of L.R.E. Ground Services, LLC; and
Articles of Organization of Larke Aviation, LLC
Articles of Amendment to Articles of Incorporation of L.R.E. Ground
Services, Inc.**

Dear Sir/Madam:

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-01/11/02--01002--013
****358.75 ****155.00

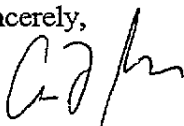
We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the above corporations, and an original and one copy of the Articles of Amendment to the Articles of Incorporation of L.R.E. Ground Services, Inc.

Also enclosed is our check in the amount of \$358.75 to cover the filing fees.

Please file the Articles and Amendment, certify the enclosed copies and return the certified copies to us via regular U.S. mail in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Alan F. Gonzalez
AFG:pgs

ELINOR E. BAXTER
JOHN E. BROWN*
H. JACK KLINGENSMITH
ALAN F. GONZALEZ, L.L.M.
STUART JAY LEVINE
MICHAEL S. PERRY
DONALD W. SCARLETT, JR.
JOSEPH F. SUMMONTE, JR.
LEIGH E. STEINER
JAMES E. THOMISON***
JOEL W. WALTERS****†

* Board Certified Real Estate Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator
† Board Certified Business Litigation Attorney

EMAIL:

agonzalez@walterslevine.com

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2002 JAN 11 AM 9:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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JOEL W. WALTERS****†

* Board Certified Real Estate Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator
† Board Certified Business Litigation Attorney

EMAIL:

January 2, 2002

Secretary of State
ATTN: Brenda
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

agonzalez@walterslevine.com

**Re: Articles of Organization of Woolever Orlando Investments, Inc;
Articles of Organization of Woolever Properties, LLC
Articles of Organization of L.R.E. Ground Services, LLC; and
Articles of Organization of Larke Aviation, LLC**

Dear Brenda:

Per your conversation with my office of December 31, 2001, enclosed is a check in the amount of \$305.00. If you have any further questions, please do not hesitate to contact my office.

Sincerely,



Alan F. Gonzalez

AFG/cgm

Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
WOOLEVER PROPERTIES, LLC**

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 this limited liability company shall be:

WOOLEVER PROPERTIES, LLC

ARTICLE II - ADDRESS

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

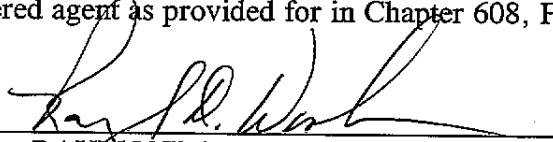
**P.O. BOX 10263, Brooksville FL 34603
5352 Emerson Road, Brooksville FL 34601**

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

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

**Raymond D. Woolever
5352 Emerson Road
Brooksville FL 34601**

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 as provided for in Chapter 608, F.S.



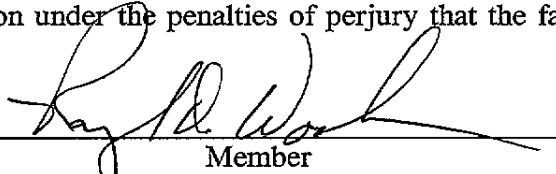
RAYMOND D. WOOLEVER, as
Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

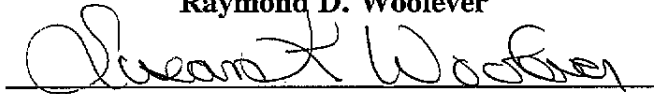
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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

In accordance with §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Member

Raymond D. Woolever



Member

Susan L. Woolever

ARTICLE V - EFFECTIVE DATE

January 11, 2002.

The effective date of the Limited Liability Company is to be ~~December 6, 2001.~~

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