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BASS & CHERNOFF

Attorneys at Law

The Moorings Professional Building

2335 Tamiami Trail North, Suite 409

Naples, Florida 34103-4459

bass-chernoff@att.net

Raymond L. Bass, Jr., Esq.

Trial Practice

Construction Law

Personal Injury & Wrongful Death

Fax
(941) 262-4025

Holly B. Chernoff, Esq.

Family Law Practice

Certified Family Law Mediator

Real Estate & Title Insurance

Estate Planning & Probate Administration

Telephone
(941) 262-4555

February 27, 2002

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Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314


RE: Executive Flight Club, L.L.C.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of proposed Articles of Organization for the subject limited liability company along with a certificate of designation of registered agent/registered office. Also enclosed is this firm's check in the amount of \$125.00 to cover the filing fee and registered agent fee.

Thank you for your time which has been given to this matter. If you have any questions, please contact this office.

Sincerely,

 for Raymond L. Bass Jr.
Raymond L. Bass, Jr.

RLB/gm
Enclosures

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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
EXECUTIVE FLIGHT CLUB, L.L.C.
A LIMITED LIABILITY COMPANY
(Pursuant to §608.407, Florida Statutes)

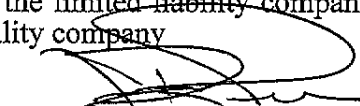
1. **Name.** The name of the limited liability company is Executive Flight Club, L.L.C.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.
3. **Address of Principal Office.** The principal place of business and mailing address of the limited liability company is:

1217 Cape Coral Parkway, #105, Cape Coral, Florida 33904

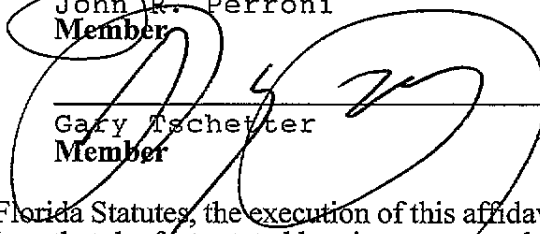
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will two member(s) at the time the limited liability company is formed.
6. **Duration.** The duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

John R. Perroni, 1217 Cape Coral Parkway, #105, Cape Coral, Florida 33904
Gary Tschetter, 10964 K-Nine Drive, Naples, Florida 34135

8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.
9. **Members' Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company



John R. Perroni
Member



Gary Tschetter
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 and correct.)

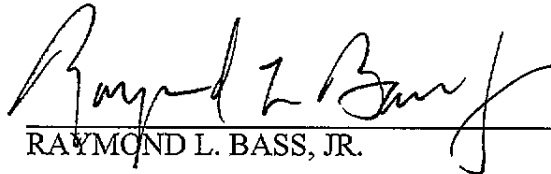
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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is Executive Flight Club, L.L.C.
2. **Registered Office.** The address of the registered office of the limited liability company is Bass and Chernoff, 2335 Tamiami Trail North, Suite 409, Naples, Florida 34103-4459.
3. **Registered Agent.** Raymond L. Bass, Jr., is appointed, and by his signature below accepts appointment, to act as the registered agent of Executive Flight Club, L.L.C.

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.


RAYMOND L. BASS, JR.

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