

L020000006412

**WAGNER, JOHNSTON & ROSENTHAL, P.C.**

ATTORNEYS AT LAW

SUITE 1200  
TOWER PLACE  
3340 PEACHTREE ROAD, N.E.  
ATLANTA, GEORGIA 30326-1075

(404) 261-0500  
FACSIMILE (404) 261-6779

ROGER A. KIRSCHENBAUM  
OF COUNSEL

FILED  
2002 MAR 18 PM 4:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE  
FLORIDA

March 15, 2002

Department of State  
Division of Corporations  
Corporate Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

100005113161--2  
-03/18/02--01050--007  
\*\*\*\*125.00 \*\*\*\*125.00

**Re: BUTLER AIR GROUP - FLORIDA, LLC**

Dear Madam or Sir:


In connection with the formation of the above-referenced limited liability company, enclosed please find the following:

1. The original and one (1) conformed copy of the Articles of Organization of **BUTLER AIR GROUP- FLORIDA, LLC**;
3. This Firm's check in the amount of \$125.00 representing the fee for filing the Articles or Organization.

Please return a filed stamped copy of the Articles of Organization, along with the Certificate of Organization to me in the self-addressed, postage prepaid envelope enclosed.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Roger A. Kirschenbaum, Of Counsel

Enclosures

J. BRYAN MAR 20 2002

ARTICLES OF ORGANIZATION  
OF  
BUTLER AIR GROUP - FLORIDA, LLC

FILED  
2002 MAR 18 PM 4:06  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Limited Liability Company is **BUTLER AIR GROUP - FLORIDA, LLC**

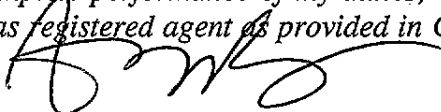
**ARTICLE II - ADDRESS**

The mailing and street of the Company's principal office is 1505 Piper Dunes Place, Beach Walker Road, Amelia Island, Florida 32032.

**ARTICLE III - REGISTERED AGENT AND OFFICE**

The name of the Company's initial Registered Agent in Florida is Alan W. Butler. The address of the Company's registered office in Florida is 1505 Piper Dunes Place, Beach Walker Road, Amelia Island, Florida 32032.

*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 in Chapter 608, F.S.*

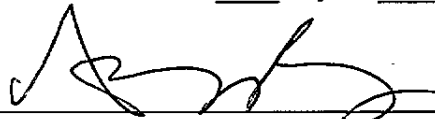


Registered Agent's Signature

**ARTICLE IV - MANAGEMENT**

The management of the Company is vested in in one manager or more managers and is therefore, a manager-managed company, and, subject to the provisions of a written operating agreement, the managers shall have the right and authority to manage the affairs of the Company and make all decisions with respect thereto.

**IN WITNESS WHEREOF**, the undersigned authorized representative of a member of the Company has executed these Articles of Organization as of the 12 day of MARCH, 2002.



Alan W. Butler, Authorized Representative