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March 14, 2002

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State of Florida
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pro-Flite Aviation Sales, L.L.C.

Dear Sir or Madame:

Enclosed herewith please find Articles of Organization for Florida
Limited Liability Company and Acceptance of Resident Agent of Pro-Flite
Aviation Sales, L.L.C. for registration.

Also enclosed is my check in the amount of \$125.00 (\$100.00 Filing
Fee and \$25.00 Designation of Registered Agent fee).

Thank you for your assistance in this matter.

Sincerely,


LAWRENCE L. LIDFELDT

LLL:RR
ENC.

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TALLAHASSEE, FLORIDA

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OK

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

The name of the limited liability company is Pro-Flite Aviation Sales,
L.L.C.

The mailing address and the street address of the principal office of
the limited liability company, PRO-FLITE AVIATION SALES, L.L.C., is
1055 Kensington Park Drive, #411, Altamonte Springs, Florida 32714.

PRO-FLITE AVIATION SALES, L.L.C., is to be a member-
managed limited liability company managed by Tom Emanski, 1055
Kensington Park Drive, #411 Altamonte Springs, Florida 32714.

The name and Florida street address of the limited liability company
registered agent is Tom Emanski, 1055 Kensington Park Drive, #411,
Altamonte Springs, Florida .

The members of the limited liability company, PRO-FLITE
AVIATION SALES, L.L.C., and their respective addresses are:

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Tom Emanski, 1055 Kensington Park Drive, #411, Altamonte
Springs, Florida.

Rudy Vivona, P.O. Box 4958, Winter Park, Florida 32793.

Bruce Campbell, P.O. Box 149284, Orlando, Florida 32814 .

Jerry Fritz , 719 Fox Valley Drive, Longwood, Florida 32779.

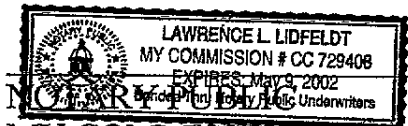
Andrew McCorkle, McCorkle Aviation Co. Inc., 1991 Summit
Park Drive, #1000, Orlando, Florida 32810.

The fundamental operation of PRO-FLITE AVIATION SALES,
L.L.C., is to be governed by the PRO-FLITE AVIATIONS SALES, L.L.C.
Operating Agreement, a copy of which is attached hereto.

UNDER PENALTIES OF PERJURY I declare that I have read the
foregoing and the facts are true to the best of my knowledge and belief.


TOM EMANSKI

SWORN TO AND SUBSCRIBED
BEFORE ME THIS 19th
DAY OF FEBRUARY, 2002.



MY COMMISSION EXPIRES:

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF RESIDENT AGENT OF
PRO-FLITE AVIATION SALES, L.L.C.**

I, Tom Emanski, hereby accept the appointment as registered agent
for PRO-FLITE AVIATION SALES, L.L.C.

I am a resident of the State of Florida.

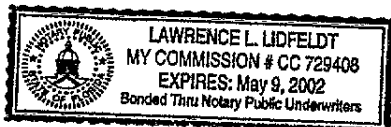
I am familiar with, and accept, the obligations of the position of
registered agent as provided for in Chapter 608, Florida Statutes.

The address of the registered office of PRO-FLITE AVIATION
SALES, L.L.C. and my business office is 1055 Kensington Park Drive, Suite
411, Altamonte Springs, Florida 32714.


TOM EMANSKI

SWORN TO AND SUBSCRIBED
BEFORE ME THIS 19th
DAY OF FEBRUARY, 2002.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA