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Account Name : FRESE, NASH & HANSEN, P.A.
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LIMITED LIABILITY COMPANY

Blue Heron Aviation Sales, LLC

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**ARTICLES OF ORGANIZATION
OF
BLUE HERON AVIATION SALES, LLC**

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The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company shall be BLUE HERON AVIATION SALES, LLC (the "Company").

ARTICLE II - DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV - ADDRESS

The initial street and mailing address of the principal place of business of the Company is 158 N. Harbor City Blvd., Melbourne, Florida 32935.

ARTICLE V - REGISTERED AGENT

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is J. Patrick Anderson.

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ARTICLE VI - MANAGEMENT

The Company shall be managed by one (1) or more managers. The names and addresses of the initial managers of the Company are as follows:

Richard Love, Jr.
158 N. Harbor City Blvd.
Melbourne, FL 32935

David R. Tooley
158 N. Harbor City Blvd.
Melbourne, FL 32935

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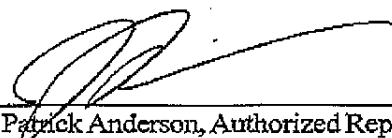
ARTICLE IX - ADOPTION OF OPERATING AGREEMENT

The Members of the Company shall adopt an operating agreement which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

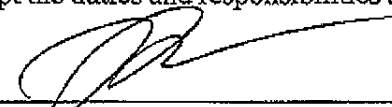
ARTICLE X - AMENDMENT

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 26th day of March, 2002.


J. Patrick Anderson, Authorized Representative

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.


J. Patrick Anderson, Registered Agent

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