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May 14, 2002

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VIA CERTIFIED MAIL

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: CLASSIC AVIATION CUTAWAYS, LLC

Dear Sir/Madam:

Enclosed is a check in the amount of \$155.00 and an original and one copy of the Articles of Organization for the above noted limited liability company. Please file the enclosed Articles and return a certified copy to my attention.

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

Sincerely,

Rana M. Gorzeck

Rana M. Gorzeck

RMG:cm

FILED
02 MAY 17 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/23/02
148

**ARTICLES OF ORGANIZATION
OF
CLASSIC AVIATION CUTAWAYS, LLC**

The undersigned, desiring to form a limited liability company (the "Company") under Chapter 608 of the Florida Statutes (the "Act") does hereby state the following:

ARTICLE I

Name

The name of the Company shall be Classic Aviation Cutaways, LLC.

ARTICLE II

Purpose

The Company is formed for any purpose or purposes for which a limited liability company may be formed pursuant to the Act.

ARTICLE III

Principal Place of Business

The initial mailing address and street address of the principal office of the Company shall 2301 South Congress Avenue, Suite 1211, Boynton Beach, FL 33426.

ARTICLE IV

Registered Office and Registered Agent

The name of the initial registered agent of the Company is BDB Agent Co., and the street address of the initial registered agent is 2500 N. Military Trail, Suite 480, Boca Raton, Florida 33431.

ARTICLE V

Effective Date

The Company's effective date of existence shall be the date of filing of these Articles of Organization.

ARTICLE VI

Duration

The Company's duration shall be perpetual.

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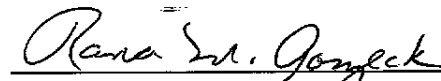
ARTICLE VII
Initial Matters

The Company will be managed by a manager or managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned, being a manager of the Company hereinbefore named, for the purpose of forming a limited liability company under the Act, has executed these Articles of Organization as of this 14 day of May, 2002.


Barry E. Schein, Manager

I, Rana M. Gorzeck, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, 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 designations of my position as registered agent.


Rana M. Gorzeck, Assistant Secretary of BDB Agent Co.
Registered Agent

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