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EFFECTIVE DATE
5/30/02

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To:
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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Heath Lambert Aviation Latin America Limited, L.L.C.

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Heath Lambert Aviation Latin America Limited, L.L.C.

EFFECTIVE DATE
5/30/02

Article II. Address

The Company's street and mailing address is:
Heath Lambert Aviation Latin America Limited, L.L.C.
2333 Ponce de Leon Boulevard
R200
Coral Gables FL 33134

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Alfredo Mason
2333 Ponce de Leon Boulevard
R200
Coral Gables FL 33134

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Bill Hoffman | FL Bar Member 978795
Law Offices of Hoffman & Hoffman, P.A.
848 Brickell Avenue
Suite 900
Miami FL 33131
305-372-2877

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Article V. Management

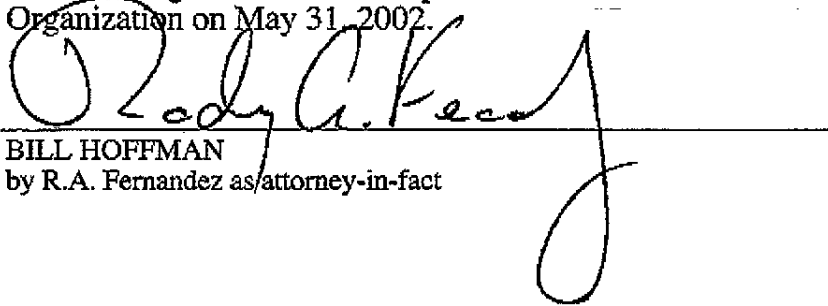
This will be a manager-managed company. The name and address of each manager is:

ALFREDO MASON
2333 Ponce de Leon Boulevard R200 Coral Gables FL 33134

Article VI. Company Existence

The Company's existence shall begin effective as of May 30, 2002.

The undersigned authorized representative of a member executed these Articles
Organization on May 31, 2002.

A large, stylized handwritten signature in black ink, appearing to read "R.A. Fernandez", is written over a horizontal line.

BILL HOFFMAN
by R.A. Fernandez as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

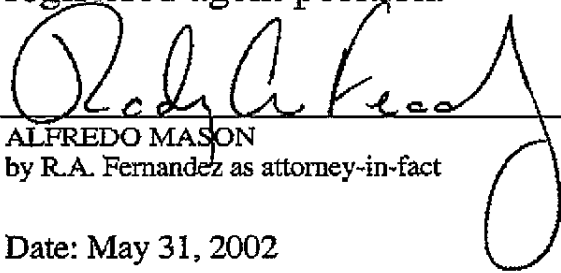
LIMITED LIABILITY COMPANY:

Heath Lambert Aviation Latin America Limited, L.L.C.

REGISTERED AGENT/OFFICE:

Alfredo Mason
2333 Ponce de Leon Boulevard
R200
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALFREDO MASON
by R.A. Fernandez as attorney-in-fact

Date: May 31, 2002

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