

L02-000022658

WILLIAMS & COULSON
ATTORNEYS AT LAW

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(412) 454-0200 • FAX: (412) 281-6622

Richard R. DiFrischia
(412) 454-0245

August 26, 2002

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

BK

Re: Articles of Organization for Class B Holdings, LLC

700007460357--5
-08/30/02--01074--008
***125.00 ***125.00

Dear Sir/Madam:

Please find enclosed the following:

1. Articles of Organization for Class B Holdings, LLC
2. Check for filing fee of \$125.00 made payable to the Florida Department of State

Please send any receipts or correspondence to:

Williams Coulson
Attention: Richard R. DiFrischia, Esq.
15th Floor, Two Chatham Center
Pittsburgh, PA 15219

If you should have any questions or comments, please contact me immediately at (412) 454-0245.

Respectfully yours,



Richard R. DiFrischia

RRD/slm
Enclosures

FILED
02 AUG 30 AM 10:51
SERGEANT OF STATE
TALLAHASSEE, FLORIDA

CLASS B HOLDINGS, LLC
ARTICLES OF ORGANIZATION

FILED
02 AUG 30 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Member/Manager of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be "Class B Holdings, LLC".

ARTICLE II. DURATION

The period of the Company's duration shall commence on July 11, 2002 and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE

The street and mailing address of the principal office of the Company shall be:

c/o Anthony Aviation,
1401 Northeast Tenth Street
Pompano Beach, FL 33060-6517

ARTICLE V. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and the location of the registered office of the Company in the State of Florida is:

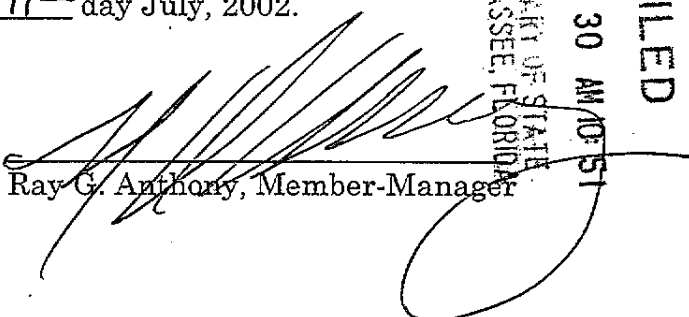
Ray G. Anthony
1351 Seminole Drive
Ft. Lauderdale, FL 33304

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Company shall be managed by the Manager and such officers as may be appointed in the Manager's discretion.

IN WITNESS WHEREOF, the undersigned Member-Manager has executed these Articles of Organization on this 11th day July, 2002.


Ray G. Anthony, Member-Manager

FILED
02 AUG 30 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

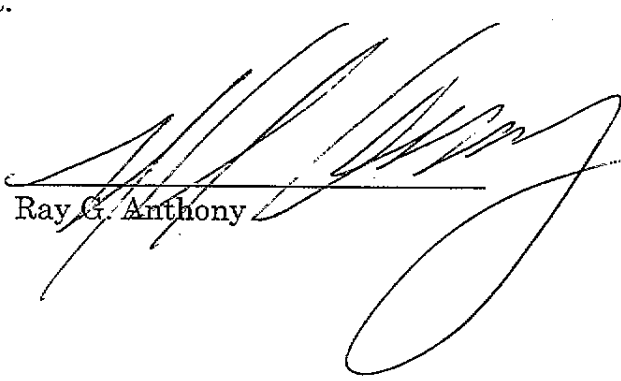
Pursuant to Chapter 608.415, Florida Statutes, or other more applicable
statute, the following is submitted:

That Class B Holdings, LLC, desiring to organize under the laws of the State
of Florida with its initial registered office, as indicated in the Articles of
Organization, at c/o Anthony Aviation, 1401 Northeast Tenth Street, Pompano
Beach, FL 33060-6517, has named Ray G. Anthony as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability
company named above, at the place designated in this certificate, I agree to act in
that capacity, to comply with the provisions of the Florida Limited Liability
Company Act, and am familiar with, and accept, the obligations of that position, as
provided in the Florida Limited Liability Act.

Dated: July 11, 2002


Ray G. Anthony