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Division of Corporations

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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LIMITED LIABILITY COMPANY
Aircraft Spares Management, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Aircraft Spares Management, LLC

Article II. Address

The Company's street and mailing address is:
Aircraft Spares Management, LLC
3970 NW 27th Street
Miami FL 33143

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Nicolas J. Watkins, P.A.
Courvoisier Centre I, Suite 504
501 Brickell Key Drive
Miami FL 33131

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.

Nicolas J. Watkins | FL Bar Member 398676
Howe, Robinson & Watkins, LLP
Courvoisier Centre I, Suite 504
501 Brickell Key Drive
Miami FL 33131
305-377-1274

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Article V. Management

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

STEVEN BALAAM
3970 NW 27th Street Miami FL 33143

Article VI. Company Existence

The Company's existence shall begin effective as of October 16, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on October 16, 2002.



NICOLAS J. WATKINS
by V. Cine as attorney-in-fact

Nicolas J. Watkins | FL Bar Member 398675
Howe, Robinson & Watkins, LLP
Courvoisier Centre I, Suite 504
501 Brickell Key Drive
Miami FL 33131
305-377-1274

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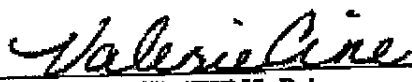
STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Aircraft Spares Management, LLC

REGISTERED AGENT/OFFICE:
Nicolas J. Watkins, P.A.
Courvoisier Centre I, Suite 504
501 Brickell Key Drive
Miami FL 33131

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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.



NICOLAS J. WATKINS, P.A.
by V. Cine as attorney-in-fact

Date: October 16, 2002

Nicolas J. Watkins 1 FL Bar Member 398675
Howe, Robinson & Watkins, LLP
Courvoisier Centre I, Suite 504
501 Brickell Key Drive
Miami FL 33131
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