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LIMITED LIABILITY COMPANY

Palm Beach Airlines, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
PALM BEACH AIRLINES, L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the Limited Liability Company shall be Palm Beach Airlines, L.L.C.

ARTICLE II

ADDRESS

The mailing and street address of the principal office of the Limited Liability Company is 103 Sea Steppes Court, Jupiter, FL 33477.

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall be fifty (50) years, unless terminated earlier by death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Limited Liability Company is continued by the consent of remaining members of the Limited Liability Company, pursuant to the terms of the Operating Agreement.

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ARTICLE IV**PURPOSE**

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

- a. To own, and operate a aviation facilities and related operations;
- b. To carry on any business or any other legal or lawful activity allowed by law;
- c. To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- d. To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;
- e. To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage;
- f. To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- g. To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE V**MANAGEMENT**

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The management of Palm Beach Airlines, L.L.C. shall be vested pursuant to an Operating Agreement in the following Manager, who shall be appointed by the members. The name and street address of the initial manager is William P. Strait, 103 Sea Steppes Court, Jupiter, FL 33477.

ARTICLE VI

CAPITAL AND ADMISSION OF ADDITIONAL MEMBERS

Members shall not be required to make additional contributions to the capital of the company. The initial members of the Limited Liability Company are William P. Strait, 103 Sea Steppes Court, Jupiter, FL 33477, and Anna R. Strait, 103 Sea Steppes Court, Jupiter, FL 33477. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

ARTICLE VII

TREATMENT AS PARTNERSHIP

Palm Beach Airlines, LLC is intended to be treated as a partnership for purposes of federal income taxation.

ARTICLE VIII

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Regulations, or Operating Agreement, of this Limited Liability Company shall be vested in the Manager of the Limited Liability Company.

ARTICLE IX

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TRANSFERABILITY OF MEMBER'S INTEREST

The beneficial interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Limited Liability Company or to become a Member. The transferee shall become an assignee only, and shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the Member otherwise would be entitled.

ARTICLE IX**WITHDRAWAL OR REDUCTION OF
MEMBER'S CONTRIBUTIONS TO CAPITAL**

A withdrawing Member shall not receive out of the Company any distribution, until all liabilities of this Limited Liability Company, except liabilities to Members on account of their contributions to capital, do not exceed the value of the Limited Liability Company's assets.

ARTICLE X**REGISTERED OFFICE AND AGENT**

The initial registered agent of the Limited Liability Company shall be Carol Anne Plowman, Esq. and the registered office of the Limited Liability Company shall be 11891 U.S. Highway One, Suite 105, North Palm Beach, FL 33408

ARTICLE XI**COMMENCEMENT OF EXISTENCE**

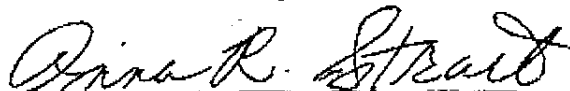
The Limited Liability Company shall be deemed to commence its existence upon the date

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of filing these Articles of Organization.

IN WITNESS WHEREOF, I have subscribed my name this 29 day of October, 2002.


William P. Strait, Manager and Member


Anna R. Strait, Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 27 day of October, 2002, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared William P. Strait, () personally known to me or () has produced a driver's license, as identification, the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.


IN WITNESS WHEREOF, I hereunto set my hand and official seal.




Notary Public
My Commission Expires: 8-25-06

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Carol Anne Plowman, Esq.

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Registered Agent

Date: 11/7/02

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a member of Palm Beach Airlines, LLC deposes and says:

- (1) the above named Limited Liability Company has at least two members;
- (2) the total amount of cash contributed by the members is \$1000;
- (3) the total amount of cash or property anticipated to be contributed by members is \$100,000.



William P. StraitDate: 11-7-02