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LIMITED LIABILITY COMPANY

miami warbirds, LLC.

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**ARTICLES OF ORGANIZATION
OF
MIAMI WARBIRDS, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS OF BUSINESS**

The name of the limited liability company shall be Miami Warbirds, L.L.C., its principal office shall be located at 1826 Fairhaven Place, Miami, Florida 33133, and its mailing address shall be 1826 Fairhaven Place, Miami, Florida 33133, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability is authorized to transact, shall be as follows:

1. To engage in any activity enterprise, operation, purpose or business authorized under Florida law.
2. In general, to carry on any and all incidental business, enterprise, operation,

Jerry Green, P.A.

Dadeland Towers North, Suite 700, 9200 South Dadeland Boulevard, Miami, Florida 33156, Telephone (305) 670-8206

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purpose; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry-on, improve, or develop all or any of the business, goodwill, rights, assets, liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry-on, pursuant to the provision of these Articles; and to hold, utilize and in any manner dispose of the rights and properties so acquired.

4. To enter into and make all necessary contracts for its business or operation with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind, any of such contracts.

5. To exercise all or any of the limited liability company's powers, and to carry out all or any of the purposes enumerated in these Articles, and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any such service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and the commercial or non commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights,

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privileges and immunities of limited liability companies for profit.

6. To do anything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with, its businesses, operations, or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They should be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, enterprise, operation, purpose, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, a manager appointed by the members of this limited liability company as set forth in the Operating Agreement to be unanimously approved by the members.

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**ARTICLE IV
MEMBERSHIP RESTRICTIONS**

Members shall have the right to restrict new members under the provisions of the Operating Agreement. Contributions required of new members shall be determined under the formula approved by the members in the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business as set forth in the Operating Agreement.

**ARTICLE V
CAPITAL CONTRIBUTIONS**

Capital contributions shall be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in relation to their percentage of ownership.

**ARTICLE VI
DURATION**

This limited liability company shall exist perpetually until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

Jerry Green, Esquire
9200 South Dadeland Boulevard, Suite 700
Miami, Florida 33156

Jerry Green, P.A.

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IN WITNESS WHEREOF, the undersigned have executed this Articles of Organization of Miami Warbirds, L.L.C., this 14 day of November, 2002.

By: 
Printed Name: MICHAEL ALVAREZ
Title: authorized Representative

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CLERK OF DISTRICT COURT
JANUARY 13 2003
TALLAHASSEE FLORIDA

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

Miami Warbirds, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1826 Fairhaven Place, Miami, Florida 33133, has named JERRY GREEN located at 9200 South Dadeland Boulevard, Suite 700, Miami, Florida 33156, as its agent to accept Service of Process within the State of Florida.


JERRY GREEN

Dated: November 14, 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


JERRY GREEN

Dated: November 14, 2002.

Jerry Green, P.A.

Dadeland Towers North, Suite 700, 9200 South Dadeland Boulevard, Miami, Florida 33156, Telephone (305) 476-4266

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