

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000000272
FILED 8:00 AM
January 03, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:

FREEFLY AVIATION, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

3417 BACOM POINT ROAD
PAHOKEE, FL. 33476

The mailing address of the Limited Liability Company is:

3417 BACOM POINT ROAD
PAHOKEE, FL. 33476

Article III

The name and Florida street address of the registered agent is:

DAVID S BERGER
100 NORTH BISCAYNE BOULEVARD
SUITE 2608
MIAMI, FL. 33132

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: DAVID S. BERGER

Article IV

The name and address of managing members/managers are:

Title: MGR
OLAV ZIPSER
3417 BACOM POINT ROAD
PAHOKEE, FL. 33476

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Article V

The effective date for this Limited Liability Company shall be:

01/07/2003

Signature of member or an authorized representative of a member

Signature: DAVID S. BERGER