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Account Name : EMPIRE CORPORATE KIT COMPANY
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AND
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

AER CONSTRUCTION MANAGEMENT, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
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3-14-03

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

OF

AER CONSTRUCTION MANAGEMENT, L.L.C.

The undersigned for the purpose of creating a limited liability company under the Florida Limited Liability Company Act (the "Act"), Chapter 608, Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is AER CONSTRUCTION MANAGEMENT, L.L.C. (the "Company").

ARTICLE II - DURATION

This Company shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address and street address of the initial office of the Company is 676 West Prospect Road, Fort Lauderdale, Florida 33309. The initial registered agent for the Company at that address is Joel M. Marcus, C.P.A.

ARTICLE IV - ADDITIONAL MEMBERS

No person may be admitted as a Member unless each existing Member consents in writing to the admission of the additional Member.

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ARTICLE V - RIGHT TO CONTINUE BUSINESS

The remaining Members Company may continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company.

ARTICLE VI - MANAGEMENT

The business and affairs of the Company shall be managed under the direction of the Managing Member, who may exercise all powers of the Company and perform or authorize the performance of all lawful acts which are not by the Act or the Regulations adopted by the Company directed or required to be exercised or performed by the Members. This Company shall have at least one Managing Member initially with the exact number of Managing members to be specified by the Members from time to time unless the Members shall by a majority vote, determine that the Company be managed solely by the Members. The name and address of the initial Member and Managing Member is Ramzi Akel, 3333 S. Congress Ave., Suite 401, Delray Beach, Florida 33445. The initial Managing Member shall serve until the first annual meeting of the Members or until his successors are elected and qualify.

ARTICLE VII - INDEMNIFICATION

The Company shall indemnify and hold harmless any Managing Member or any former Managing Member, to the fullest extent permitted by law either now existing or hereafter enacted from and against any and all claims and demands whatsoever.

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IN WITNESS WHEREOF, the undersigned Member has executed these Articles of
Organization on the 12⁴ day of December, 2002.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of Perjury that the facts stated herein are true.)


By:

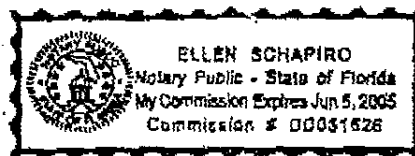

Ramzi Akel, Member

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ramzi Akel, known to be and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization.


NOTARY PUBLIC,
State of Florida at Large



My Commission Expires:

6/5/05

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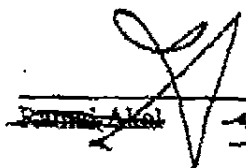
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: **AER CONSTRUCTION MANAGEMENT, L.L.C.**
2. The name and address of the registered agent and office is:

**Joel M. Marcus, C.P.A.
676 West Prospect Road
Ft. Lauderdale, Florida 33309**

Having been named as registered agent and to accept service of process for the above stated 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.

 Joel M. Marcus

Date

12/4/02

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