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ARAZOZA##FERNANDE-FRAGA

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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA P.A.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**GUERRA AIRLINES, LLC.**

**AL**

Certificate of Status	1
Certified Copy	0
Page Count	03
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

GUERRA AIRLINES, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is: GUERRA AIRLINES, LLC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV

ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 3900 NW 79 AVE, 567, MIAMI FL 33166. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V  
REGISTERED OFFICE, REGISTERED AGENT SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

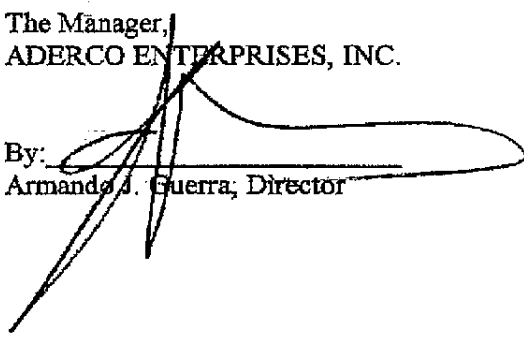
That GUERRA AIRLINES, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI  
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The initial Manager shall be ADERCO ENTERPRISES, INC.

WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 28<sup>th</sup> day of March, 2003.

The Manager,  
ADERCO ENTERPRISES, INC.

By:   
Armando J. Guerra, Director

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

PERSONALLY appeared before me, ARMANDO J. GUERRA, as who produced FL DRIVER identification or is personally known to me, to be the original member to the foregoing Articles of GUERRA AIRLINES, LLC., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 28<sup>TH</sup> day of March, 2003.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

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Ana M. Basquez  
Commission # CC 900822  
Expires Feb. 26, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That GUERRA AIRLINES, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Agent, of 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, 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.

Registered Agent



Adelaida Fernandez-Fraga  
Managing Director  
Arazoza & Fernandez-Fraga, P.A.  
Date: March 28, 2003.

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