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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : FLORIDA INCORPORATORS, INC.  
Account Number : 075350000473  
Phone : (305) 379-7907  
Fax Number : (305) 402-3141

DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

AIR TRADE LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION FOR

AIR TRADE LLC

A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

AIR TRADE LLC

ARTICLE II - Mailing Address:

The mailing address of the Limited Liability Company is:

AIR TRADE LLC  
c/o Mark Hankins  
18805 Duquesne Drive  
Tampa, FL 33647

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

50 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who shall solely be empowered to act on behalf

FLORIDA INCORPORATORS, INC.  
8875 Hidden River Pkwy Ste 300 1  
Tampa, FL 33637  
(813) 632-7882

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of the Limited Liability Company, and the name and  
address of the manager is:

Mr. Milton Philbert  
24 Murphy's Lane  
Goodwill, Dominica

Manager

Date of birth: July 20, 1950

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on 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 shall be:

The remaining members have the right to continue the business on 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 upon the majority vote of the remaining members.

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ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be Florida Incorporators, Inc. 8875 Hidden River Pkwy Ste. 300, Tampa, FL 33637.

ARTICLE IX - Street Address:

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

AIR TRADE LLC  
18805 Duquesne Drive  
Tampa, FL 33647

ARTICLE X - Effective Date:

The effective filing date of the Limited Liability Company Shall be April 29, 2003.

ARTICLE XI - Members and Contribution:

The total capital contribution shall be \$10,000 U.S. and the members and ownership percentages of the Limited Liability Company shall be as follows:

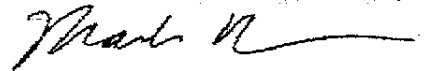
AC TRADE LTD.	99 %
Suite 13, First Floor,	
Oliaji Trade Centre	
Francis Rachel Street	
Victoria, Mahe, Seychelles	

HAWICK INTERNATIONAL S.A.	1 %
1876 Hutson Street	
Belize City, Belize	

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DATED: April 29, 2003

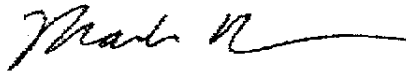


Mark Hankins  
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By: 

Mark Hankins, President