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03 MAY 19 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

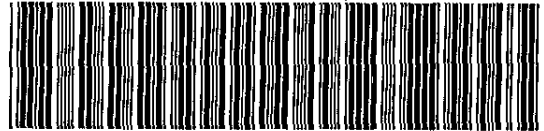
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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LAW OFFICES OF
JORDAN & BRANNON
934 N.E. Lake DeSoto Circle
Lake City, Florida 32055
(386) 755-3456
FAX (386) 758-2021

WILLIAM B. BRANNON, JR.
ROBERT F. JORDAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 15, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Filing Bailey Aviation, LLC

Dear Secretary:

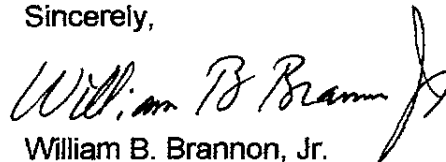
I am enclosing the following:

1. Original Articles of Organization of Bailey Aviation, LLC. and Acceptance of Registered Agent.
2. A copy of the Articles of Organization of Bailey Aviation, LLC. and Acceptance of Registered Agent.
3. Check payable to Secretary of State in the amount of \$155.00 for filing fee and certified copy.

I ask that you please file the original Articles of Organization and Acceptance of Registered Agent. I ask that you then please certify the copy of the Articles and Acceptance and return the copy to the undersigned, William B. Brannon, Jr., 934 NE Lake DeSoto Circle, Lake City, Florida 32055. For your convenience in returning the certified copy, I am enclosing a self-addressed prepaid postage envelope.

Thank you for your courtesies.

Sincerely,



William B. Brannon, Jr.
For the Firm

WBBjr.:gww
Enclosures
cc: Scott Bailey
Rt. 18, Box 567
Lake City, FL 32025

**ARTICLES OF ORGANIZATION
OF
Bailey Aviation, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, does hereby adopt the following articles of organization.

ARTICLE I - NAME

The name of the limited liability company is Bailey Aviation, LLC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The mailing address and street address of the principal office of the limited liability company is Rt.7, Box 375, Lake City, Florida 32055.

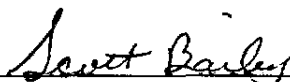
ARTICLE III- INITIAL REGISTERED AGENT

The name and street address of the limited liability company's initial registered agent for service of process in the state is Scott Bailey, Rt.18, Box 567, Lake City, Florida 32025.

ARTICLE IV - MANAGEMENT

The limited liability company is to be a member-managed company, to be managed by one or more members.

In witness whereof, the undersigned member has executed these Articles of Organization this 14 day of May, 2003.



Scott Bailey

STATE OF FLORIDA
COUNTY OF COLUMBIA

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The foregoing Articles of Organization were acknowledged before me by Scott Bailey, who is personally known to me, STATE OF FLORIDA

(NOTARIAL
SEAL)



Gail Williams
MY COMMISSION # DD072788 EXPIRES
November 18, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Gail Williams
Gail Williams, Notary Public
State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

FILED

Scott Bailey, being designated in the attached Articles of Organization as registered agent, hereby accepts the appointment of registered agent.

03 MAY 19 PM 1:49
TALLAHASSEE, FLORIDA

Scott Bailey states that he is familiar with, and accepts, the obligations of the position of registered agent.

This acceptance is filed pursuant to section 608.415, Florida Statutes.

Dated: 5/14/, 2003

Scott Bailey
Scott Bailey
Rt.18, Box 567
Lake City, Florida 32025