

L03000018589

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

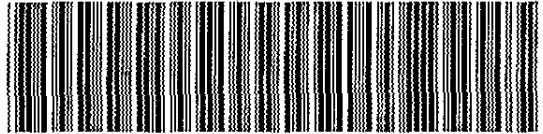
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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BR



UCC FILING & SEARCH SERVICES, INC.
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 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
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May 22, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Grupo Skies Colombia, LLC

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 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF ORGANIZATION OF
GRUPO SKIES COLOMBIA, LLC

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company shall be Grupo Skies Colombia, LLC (the "Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 15801 N.W. 15th Avenue, Miami, Florida 33169 and such other place or places as the member from time to time may determine. The mailing address of the Company is 15801 N.W. 15th Avenue, Miami, Florida 33169.

ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager managed company. The names and addresses of the managers who will serve as managers until the first annual meeting of the members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law are:

Abraham Gilinski
228 Park Drive
Bal Harbour, FL 33154

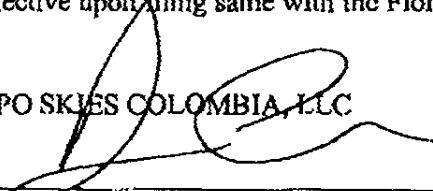
Moises Gilinski
287 Bal Cross Drive
Bal Harbour, FL 33154

Michael Iaslovits
168 Candem Dr.
Bal Harbour, FL 33154

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 22nd day of May, 2003, effective upon filing same with the Florida Department of State.

GRUPO SKIES COLOMBIA, LLC

BY:


Dennis Ginsburg, Authorized Representative

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

1. The name of the limited liability company is:

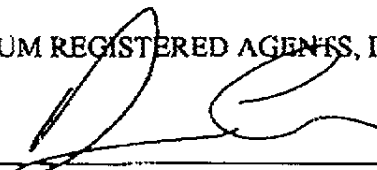
Grupo Skies Colombia, LLC
2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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TALLAHASSEE

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 RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 
Dennis Ginsburg, Vice President

Date: May 22, 2003