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(Address)

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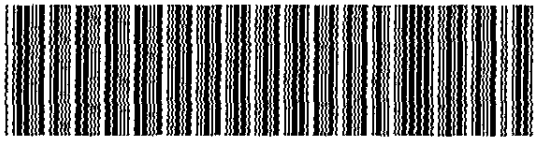

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03 AUG 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LUIS A. FORS
Attorney at Law

August 7, 2003

Registration Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

FILED
03 AUG 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: GenAero LLC

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Organization for GenAero LLC. Please have same filed, returning to me a certified copy of said Articles of Organization. I am enclosing my firm's check in the amount of $155.00 representing filing fee ($100.00) certified copy of Articles ($30.00) and Designation of Resident Agent ($30.00).

Sincerely yours,

LUIS A. FORS

LAF:ml
Enclosures

11890 S.W. 8th Street, Penthouse 6
Miami, Florida 33184
305-559-1948

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is:

GenAero LLC

ARTICLE II - ADDRESS:

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

924 Ponce de Leon Boulevard
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE:

The name and the Florida street address of the registered agent is:

MIGUEL E. FLORES
924 Ponce de Leon Boulevard
Coral Gables, FL 33134

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 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 as provided for in Chapter 608, F.S.

MIGUEL E. FLORES, Registered Agent

ARTICLE IV - MANAGER:

TITLE:	NAME AND ADDRESS:
"MGR"	MIGUEL E. FLORES 924 Ponce de Leon Boulevard Coral Gables, FL 33134

REQUIRED SIGNATURE:

MIGUEL E. FLORES

(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.)

Dated this 31 day of July 2003

MIGUEL E. FLORES

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03 AUG 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA