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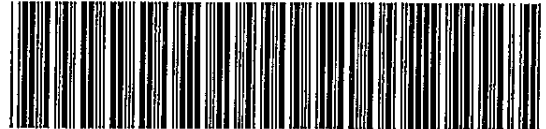
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TALLAHASSEE FLORIDA

Law Offices of  
**R. PATRICK PHILLIPS**  
Post Office Box 1153  
Orlando, Florida 32802-1153  
Telephone: (407) 425-7676  
Facsimile: (407) 425-7679

R. PATRICK PHILLIPS  
Board Certified  
Aviation Law Attorney

200 N. Thornton Avenue  
Orlando, Florida 32801

October 3, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: AIR NEW ENGLAND, LLC

Dear Sir/Madam:

Please find enclosed the following documents:

1. Articles of Incorporation for AIR NEW ENGLAND, LLC.
2. Check in the amount of \$155.00:

Filing fee \$100.00  
Certified copy \$30.00  
Registered Agent Designation \$25.00

For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Articles of Incorporation.

Thanking you in advance for your assistance in this matter.

Very truly yours,



R. Patrick Phillips, Esquire

RPP/bwm  
enc.

**ARTICLES OF ORGANIZATION**

**OF**

**AIR NEW ENGLAND, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be AIR NEW ENGLAND, LLC

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is 1700 Sky Hawk Court, Daytona Beach, Florida 32128.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided by law or in these Articles of Organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the company in the State of Florida is THOMAS E. JOHNSON, 1700 Sky Hawk Court, Daytona Beach, Florida 32128.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V - CAPITAL CONTRIBUTIONS**

The member or members of the company shall contribute to the capital of the company either cash or property as they may from time to time in their discretion determine.

## **ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members if more than one member.

## **ARTICLE VII - ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by the members.

## **ARTICLE VIII – MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. The regulations may contain provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

## **ARTICLE IX - INITIAL MEMBERS**

The company shall have one member initially. The number of members can be increased or diminished from time to time by the Regulations, but shall never be less than one member. The names and addresses of the initial member of the company is:

**THOMAS E. JOHNSON**  
**1700 Sky Hawk Court**  
**Daytona Beach, Florida 32128**

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Orlando, Florida on October 3<sup>rd</sup> 2003.

By: Thomas E. Johnson  
THOMAS E. JOHNSON  
Member Manager

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 3<sup>rd</sup> day of October, 2003, by **THOMAS E. JOHNSON**, who is known to me to be the Member Manager of **AIR NEW ENGLAND, LLC**, and who is personally known to me or who has produced \_\_\_\_\_ for identification.

Brenda W. McFarlin  
Notary Public

Print Name: \_\_\_\_\_

My commission expires: \_\_\_\_\_

My commission number is: \_\_\_\_\_



Brenda W. McFarlin  
MY COMMISSION # DD163753  
November 16, 2006  
BONDED THRU TROY FAENITZ/RAA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
AIR NEW ENGLAND, LLC**

Under the provisions of Florida Statutes 608.407 or 608.415, AIR NEW ENGLAND, LLC, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is AIR NEW ENGLAND, LLC.
2. The name and street address of the registered agent in Florida is:

**THOMAS E. JOHNSON  
1700 Sky Hawk Court  
Daytona Beach, Florida 32128**

The undersigned, being the person named in the Articles of Organization of AIR NEW ENGLAND, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated hereinabove and in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of the Registered Agent.

Dated this 3<sup>rd</sup> day of October, 2003.

  
\_\_\_\_\_  
THOMAS E. JOHNSON