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LIMITED LIABILITY COMPANY

DESTIN FLIGHT, LLC

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ARTICLES OF ORGANIZATION OF

DESTIN FLIGHT, LLC

The undersigned, CHARLES W. RIGDON, as president of M&R Development. Inc., a Florida corporation, a Member of Destin Flight, LLC, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

DESTIN FLIGHT, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the limited liability company is 506 Highway 98 East, Destin, Florida 32541.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 506 Highway 98 East, Destin, Florida 32541, and the name of the initial registered agent of this limited liability company at that address is Charles W. Rigdon.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by a member. The name and address of the managing member is:

M&R Development, Inc. 506 Highway 98 East Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the date set forth below.

M&R Development, Inc., a Florida corporation

"MEMBER"

Charles W. Rigdon, Its President

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of DESTIN FLIGHT, LLC.

Further, I am familiar with and accept the duties and obligations of such designation.

Charles W. Rigdon

Date: Occamber 31

, 2003

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