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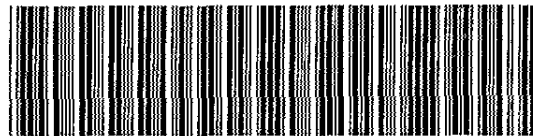
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TALLAHASSEE, FLORIDA

J. BRYAN FEB - 5 2004



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 27, 2004

HARRY A. JONES
MCCLELLAND, JONES & LYONS, L.C.
1901 SOUTH HARBOR CITY BLVD., STE. 500
MELBOURNE, FL 32901-4770

SUBJECT: AIR SOLEIL, LLC
Ref. Number: W04000003377

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Joey Bryan
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McCLELLAND, JONES & LYONS, L.C.

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HARRY A. JONES
AARON D. LYONS
STEPHEN J. LACEY

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January 15, 2004

Writer's e-mail:
hjones009@bellsouth.net

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: AIR SOLEIL, L.L.C.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Registered Agent Certificate of the subject corporation along with a check in the amount of \$125.00. Please file the Articles and return a copy to the undersigned. If you have any questions about this matter, please contact me.

Respectfully,



HARRY A. JONES.

HAI:jc
Enclosures

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W04-3377
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**ARTICLES OF ORGANIZATION
OF
AIR SOLEIL, LLC**

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I – NAME

The name of this limited liability company shall be Air Soleil, LLC (the "Company").

ARTICLE II – DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III – PURPOSE

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV – ADDRESS

The initial street and mailing address of the principal place of business of the Company is 8985 South Highway A1A, Melbourne Beach, FL 32951.

ARTICLE V – REGISTERED AGENT

The address in Florida of the initial registered office of the Company is 1901 South Harbor City Boulevard, Suite 500, Melbourne, FL 32901, and the name of the initial registered agent of the Company at that address is Harry A. Jones.

ARTICLE VI – MANAGEMENT

The Company shall be managed by one (1) or more managers. The names and addresses of the initial managers of the Company are as follows:

Patrick E. Roth
8985 South Highway A1A
Melbourne Beach, FL 32951

Aymerick Buchwald
446 Nogales Avenue
Palm Bay, FL 32907

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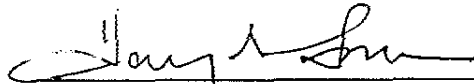
ARTICLE VII – ADOPTION OF OPERATING AGREEMENT

The Members of the Company shall adopt an operating agreement which shall contain the provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE VIII – AMENDMENT

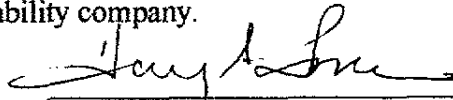
The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 15th day of January, 2004.



Harry A. Jones, Authorized Representative

I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for said limited liability company.



Harry A. Jones, Registered Agent