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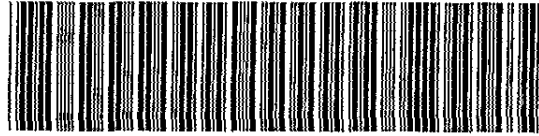
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 21 2004

February 11, 2004

TRANSMITTAL LETTER

To: **Registration Section**
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

SUBJECT: Vintage Aviation & Logistic Services, LLC.

The enclosed Articles of Organization and fees are submitted for filing. Please return all correspondence concerning this matter to the following:

Don Lema
Vintage Aviation & Logistic Services LLC.
426 Walnut Street
Green Cove Springs, Florida 32073

For further information concerning this matter, please call:

Don Lema or Susan Critchlow at (904) 284-6103.

Thank you.

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Limited Liability Company Articles of Organization Of
Vintage Aviation & Logistic Services, LLC.

This Limited Liability Company Agreement (this "Agreement") of **Vintage Aviation & Logistic Services, LLC** is entered into between Don Lema and Susan Critchlow, as members (the "Members").

The Members hereby form a limited liability company pursuant to and in accordance Chapter 608, in the Florida Statutes, and hereby agree as follows:

ARTICLE I - Name

The name of the limited liability company formed hereby is "Vintage Aviation & Logistic Services, LLC. "(The Company)".

ARTICLE II - Address

The mailing address and street address of the principal office of Vintage Aviation & Logistic Services, LLC. is:

Principal Office Address

426 Walnut Street
Green Cove Springs, FL 32073

Mailing Address

426 Walnut Street
Green Cove Springs, FL 32073

ARTICLE III

Registered Agent, Registered Office, & Registered Agent Signature

Pursuant to section 608.415 and 608.507, Florida Statutes The name and the Florida street address of the registered agent of "The Company" for service of process on the Company in the State of Florida is:

Don Lema
426 Walnut Street
Green Cove Springs, Florida 32073

Having been named as registered agent and to accept service 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.

Don Lema

Don Lema, Registered Agent, Vintage Aviation & Logistic Services, LLC.

ARTICLE IV – Managing Members

The names and the business, residence or mailing addresses of the Members are as follows:

<u>Title:</u>	<u>Name and Address:</u>
Managing Member	Don Lema (48%) 426 Walnut Street Green Cove Springs, Florida 32073
Managing Member	Susan Critchlow (52%) 426 Walnut Street Green Cove Springs, Florida 32073

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Don Lema and Susan Critchlow shall manage the business and affairs of the Company. The Members named above, constituting 100% of the LLC, shall have the power to perform any and all actions and make any decisions necessary to the daily operation of the Company, or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members under the laws of the State of Florida.

ARTICLE V -Authorized Representative

Susan Critchlow, Member is hereby designated as an authorized representative, to execute, deliver and file the certificate of formation of the Company (and any amendments and/or restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for Vintage Aviation & Logistic Services, LLC. to qualify to do business in a jurisdiction in which the Company may wish to conduct business.

Susan Critchlow

Susan Critchlow, Authorized Representative
Vintage Aviation & Logistic Services, LLC