

LO40000 22880

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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

Phases Of Flight, L.L.C.

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Phases Of Flight, L.L.C.

Article II. Address

The Company's street and mailing address is:
Phases Of Flight, L.L.C.
2000 Ponce de Leon Blvd.
Fifth Floor
Coral Gables FL 33134 USA

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Richard J. DeWitt
2000 Ponce de Leon Blvd.
6th floor
Coral Gables FL 33134

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Richard J. DeWitt
DeWitt Law Group
2000 Ponce de Leon Blvd.
8th floor
Coral Gables FL 33134
305-421-6400

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

MONICA MONSALVE
2000 Ponce de Leon Blvd. Fifth Floor Coral Gables FL 33134

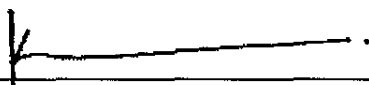
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Article VI. Company Existence

The Company's existence shall begin effective as of March 24, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on March 24, 2004.



RICHARD J. DEWITT
by K. Sarria as attorney-in-fact

Richard J. DeWitt
DeWitt Law Group
2000 Ponce de Leon Blvd.
6th floor
Coral Gables FL 33134
305-421-6400

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Phases Of Flight, L.L.C.

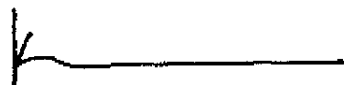
REGISTERED AGENT/OFFICE:

Richard J. DeWitt
2000 Ponce de Leon Blvd.
6th floor
Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD J. DEWITT
by K. Sapia as attorney-in-fact

Date: March 24, 2004

Richard J. DeWitt
DeWitt Law Group
2000 Ponce de Leon Blvd.
6th floor
Coral Gables FL 33134
305-421-6400

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