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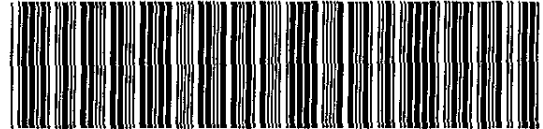
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TALLAHASSEE, FLORIDA

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BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

March 17, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**RE: AQUILA AVIATION, INC.
 AQUILA AVIATION, LLC**

Gentlemen:

Enclosed please find the following concerning the above-referenced entities:

1. The original and one copy of the Articles of Organization for Aquila Aviation, LLC, together with our check in the amount of \$155.00 representing the filing fee (\$100.00), designation of resident agent (\$25.00) and certified copy of the Articles of Organization (\$30.00).
2. The original and one copy of the Articles of Merger between Aquila Aviation, Inc. and Aquila Aviation, LLC, indicating that Aquila Aviation, LLC will be the surviving entity. Copies of corporate resolutions and the Merger Agreement are enclosed for your reference, together with our check in the amount of \$68.75 representing the filing fees for the limited liability company (\$400) and the corporation (\$35.00), and a certified copy of the Articles of Merger (\$8.75).
3. Aquila Aviation, Inc.'s letter of authorization for the use of the name "Aquila Aviation, LLC."

Thank you, and please call this office collect should you have any questions concerning the enclosed.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: _____

Carrie Fagan, Legal Assistant

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

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WILLIAM CLAYTON MARTIN III

March 17, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: AQUILA AVIATION, INC. (Document No. P03000105195)

Gentlemen:

Please be advised that the undersigned represents Aquila Aviation, Inc. On behalf of the Corporation, I consent to the use of the name of the corporation for Aquila Aviation, LLC, as authorized by the Merger Agreement between the parties. The sole officer, director and shareholder of Aquila Aviation, Inc., is the sole member and manager of Aquila Aviation, LLC.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: _____


Bruce Brashear, Esq.

**ARTICLES OF ORGANIZATION
OF
AQUILA AVIATION, LLC**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is AQUILA AVIATION, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on March 17, 2104.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is 7100 Airport Road, Starke, FL 32091. The name and address of the Company's initial registered agent in the State of Florida is Neil Brooks.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

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**ARTICLE VI
MANAGEMENT**

In accordance with the Company's regulations, the Company will be managed by Neil Brooks, whose address is 7100 Airport Road, Starke FL 32091.

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 17 DAY OF MARCH, 2004.


NEIL BROOKS

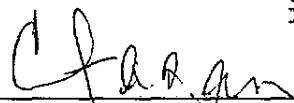
STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared NEIL BROOKS who is known to me to be the person who executed the foregoing Articles of Organization on behalf of AQUILA AVIATION, LLC.

In witness whereof, I have hereunto set my hand and seal on the 17 day of MARCH, 2004.



Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FAWN INSURANCE, INC.


Notary Public, State at Large

Printed Name
My Commission Expires:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AQUILA AVIATION, LLC.
2. The name and address of the registered agent and office is:

Neil Brooks
7100 Airport Road
Starke FL 32091

Having been named as registered agent and to accept service of process 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.

Neil R Brooks
NEIL BROOKS, Registered Agent

Date: 03/17/2004

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