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(Requestor's Name)

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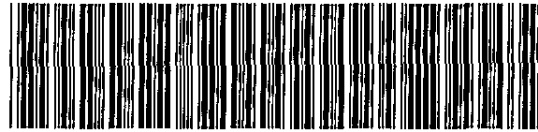
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 10 2004

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CAP Aviation Consulting Group, LLC

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REGISTRARS
TALLAHASSEE, FLORIDA

14

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
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- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
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- Certificate of Fictitious Name _____
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- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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Signature _____

Requested by: _____

Name

Date

Time

6/10/04 8:52

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ARTICLES OF ORGANIZATION
OF
CAP AVIATION CONSULTING GROUP, LLC
(A Florida Limited Liability Company)

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2004 JUN 10 AM 11:11
DUNN & SCHEIDT CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Organization for the purpose of becoming a Limited Liability Company under the Florida Limited Liability Company Act.

1. Name. The name of the limited liability company referred to in these Articles as "Company," is:

CAP AVIATION CONSULTING GROUP, LLC

2. Term. The duration of this Company shall be perpetual, unless earlier dissolved as provided in the Regulations.

3. Purpose. The business purposes of the Company are to engage in any other lawful act or activity which may be carried on by a limited liability company under the Laws of the State of Florida, or under the laws of any other State or jurisdiction in which the Company may conduct its business.

4. Addresses. The mailing address and the street address of the principal office of the Company shall be:

4525 South Atlantic Avenue, Suite 1606
Ponce Inlet, FL 32127-7059

5. Registered Agent. The name of the company's initial registered agent in the State of Florida is Larry Douglas McCarroll, and the address of the Company's registered office in Florida is 4525 South Atlantic Avenue, Ponce Inlet, FL 32127-7059.

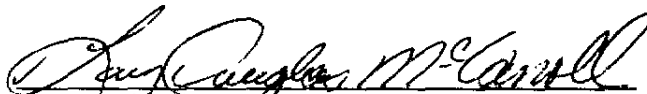
6. Management. The Company is to be managed by a Managing Member, in accordance with the Regulations adopted by its Members for the management of the business and affairs of the Company. The names and addresses of the initial Members are:

Larry Douglas McCarroll, MGRM
4525 South Atlantic Avenue, Suite 1606
Ponce Inlet, FL 32127-7059

Antonis Koufoudakis
9871 Potomac Court
Independence, LY 41051

Scott Douglas Meacham
822 Kerridge Drive
Villa Hills, KY 41017

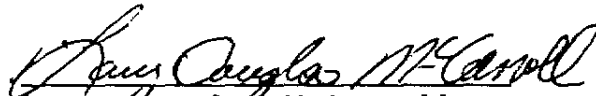
IN WITNESS WHEREOF, for the purpose of filing this Limited Liability Company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 2 day of June, 2004.


Larry Douglas McCarroll
Managing Member

CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE

In accordance with Section 608.415 of the Florida Limited Liability Company Act, the undersigned, who is named as the registered agent of **CAP AVIATION CONSULTING GROUP, LLC**, hereby consents to accept service of process for the Company at 4515 South Atlantic Avenue, Suite 1606, Ponce Inlet, FL 32127-7059, and accepts the appointment as registered agent and agrees to act in that capacity.

Date: June 2, 2004


Larry Douglas McCarroll

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE