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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BAGS OF MASSACHUSETTS, LLC

M THOMAS

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
FOR
BAGS OF MASSACHUSETTS, LLC
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I
NAME**

The name of the limited liability company is: BAGS of Massachusetts, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 621 E. Washington St., Suite 8, Orlando, FL 32801.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or by the written consent of the members of the Company.

**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are F&L Corp., One Independence Drive, Suite 1300, Jacksonville, FL 32202-5017.

**ARTICLE V
MANAGEMENT**

The Company shall be a manager-managed company, and the manager of the Company shall be designated in accordance with the Operating Agreement of the Company. The name and mailing address of the initial manager of the Company are Baggage Airline Guest Services, Inc., 621 E. Washington St., Suite 8, Orlando, FL 32801.

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE VI
OPERATING AGREEMENT**

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Date: 6-22, 2004.

**BAGGAGE AIRLINE GUEST SERVICES,
INC., Member**

By: [Signature]
Craig C. Mateer, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, BAGS of Massachusetts, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered agent and registered office in the state of Florida:

1. The name of the Company is: BAGS of Massachusetts, LLC.
2. The name of the registered agent and the address of the registered office are F&L Corp., One Independence Drive, Suite 1300, Jacksonville, FL 32202-5017.

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608., F.S.

Date: June 22, 2004.

Registered Agent:

F&L CORP.

By: [Signature]

Print: John A. Sanders, Agent

Authorized Signatory