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CAPITAL CONNECTION, INC.

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Coastal Aircraft Leasing, LLC

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- ___ Art of Inc. File_____
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- ___ Fictitious Name File_____
- ___ Trade/Service Mark_____
- ___ Merger File_____
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- ___ Certificate of Status_____
- ___ Certificate of Fictitious Name_____
- ___ Corp Record Search_____
- ___ Officer Search_____
- ___ Fictitious Search_____
- ___ Fictitious Owner Search_____
- ___ Vehicle Search_____
- ___ Driving Record_____
- ___ UCC 1 or 3 File_____
- ___ UCC 11 Search_____
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Date

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COASTAL AIRCRAFT LEASING, L.L.C.

ARTICLES OF ORGANIZATION

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04 JUL -8 AM 10:21
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, sets forth the following:

ARTICLE I - NAME:

The name of the Limited Liability Company is COASTAL AIRCRAFT LEASING, L.L.C.

ARTICLE II - ADDRESS:

The mailing address is 440 N. Cove Blvd., Panama City, FL 32401 and the street address of the principal office of the Limited Liability Company is 440 N. Cove Blvd., Panama City, FL 32401.

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall commence upon filing of these Articles in the office of the Secretary of State of Florida and shall terminate upon dissolution pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE IV - PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all lawful businesses and

activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all the powers vested in a Limited Liability Company organized and existing by virtue of such laws, including, but not limited to, the power to invest in real estate.

ARTICLE V - MANAGEMENT:

The Limited Liability Company is to be managed by the managing members. The names and addresses of the initial managing members who will serve as such until their successors are elected and qualify are as follow:

Randall A. McElheney
440 N. Cove Blvd.
Panama City, FL 32401

Ralph Rish
450 Blake Drive
Wewahitchka, FL 32465

William J. Rish, Jr.
214 Gautier Lane
Port St. Joe, FL 32456

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Members may be admitted upon approval of a majority in interest of the members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall be continued unless the members elect

otherwise.

ARTICLE VIII - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is RANDALL A. McELHENNEY, 440 N. Cove Blvd., Panama City, FL 32401.

ARTICLE IX - CLASSES OF MEMBERS

The Limited Liability Company shall have one class and one series of members.

ARTICLE X - REGULATIONS

The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members.

Executed at Panama City, Florida, on the 7th day of July, 2004.

MEMBER AUTHORIZED TO SIGN:



RANDALL A. McELHENNEY

ACCEPTANCE OF REGISTERED AGENT

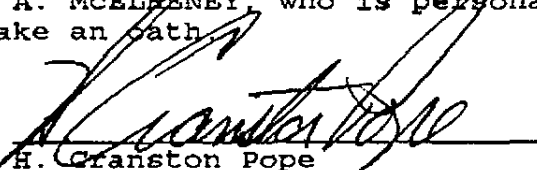
I, **RANDALL A. McELHENEY**, having been appointed to act as registered agent for **COASTAL AIRCRAFT LEASING, L.L.C.**, in its registered office located at 440 N. Cove Blvd., Panama City, FL 32401, hereby accept such appointment and agree to act in such capacity and accepts the obligations imposed by Florida Statutes Section 608.415 and am registered agent as designated by the Articles of Organization of **COASTAL AIRCRAFT LEASING, L.L.C.**

Executed this 7th day of July, 2004.


RANDALL A. McELHENEY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 7th day of July, 2004, by **RANDALL A. McELHENEY**, who is personally known to me and who did not take an oath.


H. Cranston Pope
Notary Public
My Commission Expires: 2/24/05

H. CRANSTON POPE
Notary Public - State of Florida
My Commission Expires Feb. 24, 2005
Commission No. 00990285