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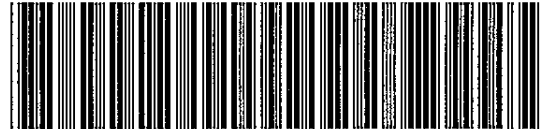
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TALLAHASSEE, FLORIDA

J. BRYAN JUL 28 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 824322 5011958

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 125.00

ORDER DATE : July 28, 2004

ORDER TIME : 10:10 AM

ORDER NO. : 824322-005

CUSTOMER NO: 5011958

CUSTOMER: Ms. Jacqueline Lachance
Greenspoon Marder Hirschfeld
Rafkin Ross & Berger, P.a.
Suite 1100, 135 West Central
Blvd South Trust Bank Building
Orlando, FL 32801

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DOMESTIC FILING

NAME: CHC GROUP, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is CHC Group, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue perpetually until dissolved.

ARTICLE III -Address:

The mailing address and street address of the principal office of the Limited Liability Company is 17950 Millburn Way, Boca Raton, Florida 33498.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is N. Dwayne Gray, Jr., Esquire, Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 201 East Pine Street, Suite 500, Orlando, Florida 32801.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a Manager or Managers elected by the members and any such Managers are not required to be a Member and the name and address of the initial Managers are:

Timothy R. Clancy
16360 Via Venetia East
Del Ray Beach, FL 33484

S. Peter Han
17950 Millburn Way
Boca Raton, FL 33498

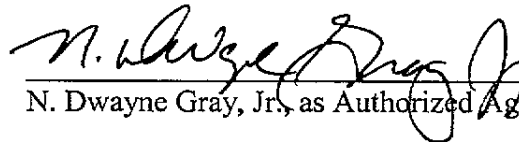
ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII – Members' Right to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on 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.

Whereof, the undersigned has executed these Articles of Organization the 27th day of July, 2004.


N. Dwayne Gray, Jr., as Authorized Agent

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JON H. CHAMBERLAIN
ALLAHUSSEE, FLORIDA

**CERTIFICATION 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.**

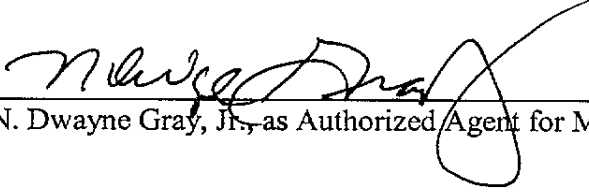
1. The name of the Limited Liability Company is:

CHC Group, L.L.C.

2. The name and address of the registered agent and office is:

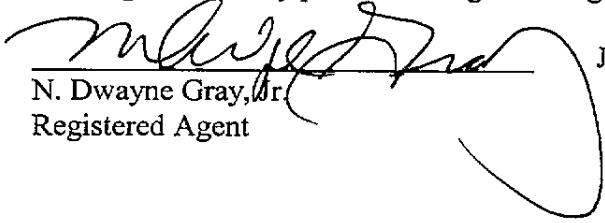
N. Dwayne Gray, Jr., Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
201 East Pine Street, Suite 500
Orlando, Florida 32801

By:


N. Dwayne Gray, Jr., as Authorized Agent for Manager

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Having been named as registered agent 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.


N. Dwayne Gray, Jr.
Registered Agent

July 27, 2004