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(Requestor's Name)

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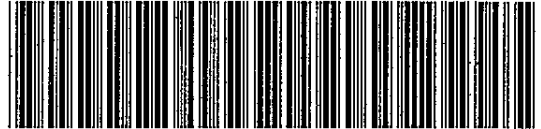
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG - 9 2004

Fred M. Starling
2201 Cantu Court, Suite 104
Sarasota, Florida 34232
(941) 378-3811

August 4, 2004

VIA OVERNIGHT COURIER

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6051

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:


I have enclosed for filing two (2) copies of the Articles of Organization for FMS Air, L.L.C., a Florida limited liability company.

Also enclosed is a check, made payable to "Florida Department of State", in the amount of \$160.00, calculated as follows:

Filing Fee:	\$100.00
Designation of Registered Agent:	25.00
Certified Copy:	30.00
Certificate of Status:	<u>5.00</u>
TOTAL	\$160.00

If possible, please return the documents to me in the overnight envelope enclosed.

Thank you.


Fred M. Starling

**ARTICLES OF ORGANIZATION
FOR
FMS AIR, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer of **FMS Air, L.L.C.**, single-member limited liability company under Chapter 608, Florida Statutes, adopts the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company (the "Company") is:

FMS Air, L.L.C.

ARTICLE II. MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is:

2201 Cantu Court, Suite 104
Sarasota, Florida 34232

ARTICLE III. DURATION

The company will have a perpetual duration.

ARTICLE IV. MANAGEMENT

The Company is to be managed by one or more Managing Members and is, therefore, a manager-managed Company. The name and address of the person or entity who is to serve as the Managing Member is:

Fred M. Starling
2201 Cantu Court, Suite 104
Sarasota, Florida 34232

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the unanimous vote of the then-existing members of the Company.

ARTICLE VI. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall have the unrestricted right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Managing Member or other member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

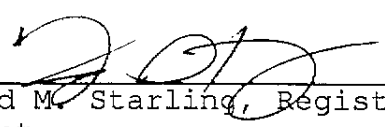
ARTICLES VII. REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Fred M. Starling
2201 Cantu Court, Suite 104
Sarasota, Florida 34232

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above- stated limited liability company at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in that capacity. I further agree to provide 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 as provided for in Chapter 608, Florida Statutes.



Fred M. Starling, Registered Agent

ARTICLE IV. MANAGEMENT

The Company is to be managed by one or more Managing Members and is, therefore, a manager-managed Company. The name and address of the person who is to serve as the Managing Member is:

Fred M. Starling
2201 Cantu Court, Suite 104
Sarasota, Florida 34232

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TALLAHASSEE, FLORIDA

By his signature below, the Managing Member, as the authorized representative of the Company, submits these Articles of Organization in accordance with Chapter 608, Florida Statutes. In accordance with Section 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By: 

Fred M. Starling

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