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DIVISION OF CORPORATIONS
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 883149 81805A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 130.00

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TALLAHASSEE, FLORIDA

ORDER DATE : September 13, 2004

ORDER TIME : 11:24 AM

ORDER NO. : 883149-005

CUSTOMER NO: 81805A

CUSTOMER: Ms. Deborah K. Lewis
Thomas G. Eckerty, Attorney
At Law
Suite 89
12734 Kenwood Lane
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: SKY DESIGNS AVIATION SERVICES,
LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
SKY DESIGNS AVIATION SERVICES, LLC**

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**ARTICLE I
Name and Address**

The name of the limited liability company shall be **SKY DESIGNS AVIATION SERVICES, LLC**. The mailing and street address of the principal office of the limited liability company is: 1105 NW 165th Street, Citra, Florida 32113.

**ARTICLE II
Duration**

This limited liability company shall be perpetual.


**ARTICLE III
Purpose**

This limited liability company is created for the purpose of painting and servicing aircraft, and such other business as may be agreed upon by the members.

**ARTICLE IV
Designation of Registered Agent and Certificate of Acceptance**

The name and address of the Registered Agent and office of the limited liability company shall be John C. Shields, Jr., 1105 NW 165th Street, Citra, Florida 32113.

I, John C. Shields, Jr., 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, 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 as provided for in Chapter 608, F.S.



John C. Shields, Jr.

**ARTICLE V
Contributions to Capital**

The initial capital of this limited liability company shall consist of the sum of One Thousand One Hundred Dollars (\$1,100.00), in cash, which will be contributed by the members in the following amount:

Nicholas Ruland 938 Prescott Street Fort Myers Beach, Florida 33931	\$ 500.00
Randall Joseph Kaser 152 Compton Road Belton, South Carolina 29627	\$ 100.00

John C. Shields, Jr.
1105 NW 165th Street
Citra, Florida 32113

\$ 500.00

No member shall be entitled to receive interest on his contribution to capital.

**ARTICLE VI
Management**

All members shall jointly manage and conduct the business of the limited liability company, pursuant to any specific agreements and conditions set forth in a Operating Agreement, and in the regulations of the limited liability company, which are incorporated herein by reference.

**ARTICLE VII
Property**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase, or otherwise, shall be held and owned, and conveyance shall be made in the name of this limited liability company.

**ARTICLE VIII
Meeting of Members**

Annual meetings of the members shall be held without call or notice within thirty (30) days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called by any member at any time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by an actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

**ARTICLE IX
Transferability of Members' Interest**

Transferability of members' interests shall be governed by the provisions of Florida Statutes §608.432.

**ARTICLE X
Profit and Loss**

Profits and losses generated by the business of this company shall be passed through to the members pursuant to the Operating Agreement which is incorporated herein by reference.

**ARTICLE XI
Additional Members**

The members shall have the right to admit additional members upon terms and conditions unanimously voted on and agreed upon.

**ARTICLE XII
Withdrawal, Retirement, Death, Bankruptcy or Expulsion**

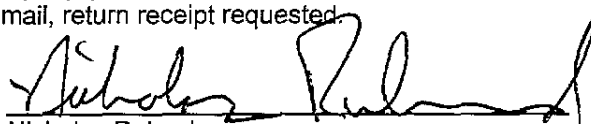
In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, the remaining member, or members, shall have the right to continue the business of this limited liability company, pursuant to the applicable provisions of the Operating Agreement and the regulations.

ARTICLE XIII
Dissolution and Liquidation

Dissolution and liquidation of this limited liability company shall be pursuant to Florida Statute §608.441-448, and the Operating Agreement which is incorporated herein by reference; however, the remaining member or members shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the company.

ARTICLE XIV
Notice to Members

All notices to the members of this limited liability company, pursuant to these Articles, shall be deemed effective when given by personal delivery, or by certified mail, return receipt requested.



Nicholas Ruland

(In accordance with Sections 607.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts state herein are true.)