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the bared group  
of companies

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2005 MAY 11 P 12: 06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 10, 2005

Via DHL Overnight Delivery

Florida Department of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **OPK Aviation Holdings, LLC**

Gentlemen/Ladies:

Enclosed is an original and one copy of *Articles of Organizations for OPK Aviation Holdings, LLC* together with a check in the amount of \$130.00 for the filing fee and a Certificate of Status. Please date-stamp the additional copy and return it to my attention.

Should you have any questions, please do not hesitate to contact me at 305/471-5141 extension 2210.

Sincerely,  
**The Bared Group of Companies**



Juan Diaz  
Sr. Vice President/General Counsel

Enclosures

c: Jose Bared

Please Reply To:

5800 Northwest 74<sup>th</sup> Avenue, Miami, Florida 33166 \* Tel No. 305/471-5141 ext. 2210 - Fax No. 305/592-4712

7841 n.w. 56th street, miami, florida 33166 / phone (305) 592-4710, fax (305) 477-8257

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**ARTICLES OF ORGANIZATION  
FOR  
OPK AVIATION HOLDINGS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name:** The name of the Limited Liability Company is:

OPK AVIATION HOLDINGS, LLC

**ARTICLE II: - Address:** The mailing address and street address of the principal office of the Limited Liability Company is:

5800 Northwest 74<sup>th</sup> Avenue  
Miami, Florida 33166

**ARTICLE III: - Registered Agent, Registered Office and Registered Agents**  
**Signature:** The name and the street address of the registered agent are:

Juan Diaz, Esquire  
5800 Northwest 74<sup>th</sup> Avenue  
Miami, Florida 33166

**ARTICLE IV: - Transferability of Membership Interest:** No members shall have the right to assign their membership interests in the Company without the written agreement of all the membership interest, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**ARTICLE V: - Management:** This will be a manager-managed company. The name of the manager is:

Jose P. Bared  
5800 Northwest 74<sup>th</sup> Avenue, Miami, Florida 33166

**ARTICLE VI: - Company's Existence:** The Company's existence shall begin effective as of: May 09, 2005.

By: \_\_\_\_\_

Attorney-in-Fact, Juan Diaz, Esquire

Signature of a member or an authorized representative of a member

Articles of Organization - OPK Aviation Holdings, LLC

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**Statement of Registered Agent:**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

By: \_\_\_\_\_

Juan Diaz, Esquire