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Florida Department of State
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MJH

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Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
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LIMITED LIABILITY COMPANY

AFT Travel LLC

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ARTICLES OF ORGANIZATION FOR

AFT Travel LLC

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

AFT Travel LLC

ARTICLE II - Mailing and Street Address:

The mailing and street address of the Limited Liability Company is:

AFT Travel LLC
920 16th Avenue North
St. Petersburg, FL 33704

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by its members who shall be empowered to act on behalf of the Limited Liability Company, and the names and addresses of the Managing Members are:

Shaun Brooker	Managing Member
920 16th Avenue North	
St. Petersburg, FL 33704	

Benjamin Croxton	Managing Member
920 16th Avenue North	
St. Petersburg, FL 33704	

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company 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 shall be:

The remaining members have the right to continue the business on the death, retirement, resignation,

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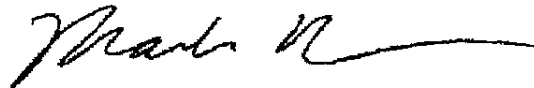
expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.
8875 Hidden River Parkway, Suite 300
Tampa, FL 33637-2087

DATED: May 20, 2005



MARK HANKINS
Authorized Representative

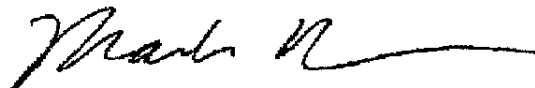
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ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.



By: _____

MARK HANKINS, President

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