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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL 13 PM 3:53

N. Culligan JUL 19 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: STW AIR, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

WINDY A. KEMP, CFO / TREASURER
(Name of Person)

STW AIR, LLC
(Firm/Company)

825 SE 3RD AVENUE
(Address)

OCALA, FLORIDA 34471
(City/State and Zip Code)

For further information concerning this matter, please call:

WINDY A. KEMP at (352) 629-7979
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee & Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed) |
|--|--|--|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

STW AIR, LLC

ARTICLE II - Address:

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

Principal Office Address:

STW AIR, LLC
825 SE 3RD AVENUE
OCALA FLORIDA 34471

Mailing Address:

STW AIR, LLC
825 SE 3RD AVENUE
OCALA, FLORIDA 34471

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

WINDY A. KEMP
Name

825 SE 3RD AVENUE
Florida street address (P.O. Box **NOT** acceptable)

OCALA FL 34471
City, State, and Zip

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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..

Windy A. Kemp
Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

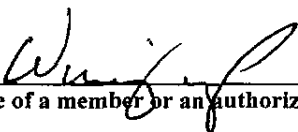
Name and Address:

| | |
|-------------|--|
| <u>MGRM</u> | <u>GARY A. THURSTON</u> <u>825 SE 3RD AVENUE</u> <u>OCALA, FLORIDA 34471</u> |
| <u>MGR</u> | <u>DON STEIMLE</u> <u>825 SE 3RD AVENUE</u> <u>OCALA FLORIDA 34471</u> |
| <u>MGR</u> | <u>THOMAS JOSEPH WELCH</u> <u>825 SE 3RD AVENUE</u> <u>OCALA FLORIDA 34471</u> |
| <u>MGR</u> | <u>WINDY A. KEMP</u> <u>825 SE 3RD AVENUE</u> <u>OCALA FLORIDA 34471</u> |

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

WINDY A. KEMP
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

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