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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 699986 131879A

AUTHORIZATION :

Carina Dunlap

COST LIMIT : \$ 155.00

ORDER DATE : November 10, 2005

ORDER TIME : 10:57 AM

ORDER NO. : 699986-005

CUSTOMER NO: 131879A

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DOMESTIC FILING

NAME: ALTAVIA LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
FOR
ALTAVIA LLC, A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I-NAME:

The name of the Limited Liability Company is:

ALTAVIA LLC, a Florida limited liability company

ARTICLE II - ADDRESS:

The Mailing Address of the principal office of the Limited Liability Company is:

Address: 1500 San Remo, Suite 125
Coral Gables, Florida 33146

ARTICLE III - TERM:

The period of duration of the Limited Liability Company is:

Perpetual

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager and said manager is follows:

Rosanne Wright

Address: 1500 San Remo, Suite 125
Coral Gables, Florida 33146

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

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

New members may be admitted upon the approval by all of the then existing members of the Limited Liability Company.

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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 may continue operating the business provided that the occurrence of any of the foregoing events shall not result in the admission of a replacement member (such as in the event of a judicial or administrative proceeding) that is not acceptable to the remaining members.

MANAGER:

By: Rosanne Wright
Name: Rosanne Wright, Manager
Date: 11/10/05

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ALTAVIA LLC, a Florida limited liability company

2. The name and street address of the registered agent is:

Name: ATRIUM REGISTERED AGENTS, INC., a Florida corporation
Address: 1500 San Remo, Suite 125
Coral Gables, Florida 33146

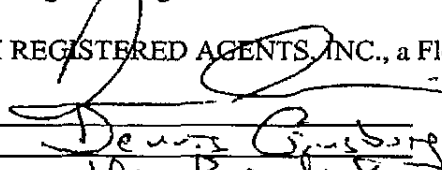
Having been named as registered agent and to accept services of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

ATRIUM REGISTERED AGENTS, INC., a Florida corporation

By: _____

Name: _____

Title: _____


Dennis Ginsburg
Vice President