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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE

ATTORNEYS AT LAW

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LAKE CITY, FLORIDA 32056
TELEPHONE (386) 752-4120
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April 6, 2006

7263.03-06-092

Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Gentlemen:

Enclosed are two executed counterparts of Articles of Organization of New Spirit Aviation, LLC to be filed in your office.

Also enclosed is our trust account check in the amount of \$155.00 to cover the filing fee, designation of registered agent and certified copy. Please certify one of the enclosed counterparts and return it to us at your early convenience.

Thank you.

Very truly yours,


S. Austin Peele
For the Firm

SAP/pdw
Enclosures
cc: Mr. Don David Weiffenbach

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TALLAHASSEE, FLORIDA

SAP/pdw
7263.03-05-092
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ARTICLES OF ORGANIZATION
OF
NEW SPIRIT AVIATION, LLC

The undersigned, being one of the members of the limited liability company being formed under Chapter 608, Florida Statutes, hereby adopts the following articles of organization:

I.

The name of the limited liability company is:

New Spirit Aviation, LLC,

(hereinafter the "Company").

II.

The Company shall have perpetual existence, unless dissolved by operation of law.

III.

The street address of the principal office of the Company is 322 Southwest Columbia Avenue, Lake City, Florida 32025 and the mailing address is Post Office Box 3691, Lake City, Florida 32056.

IV.

The name and street address of the initial registered agent in the State of Florida for the Company is Don David Weiffenbach, 322 Southwest Columbia Avenue, Lake City, Florida 32025. By signing these articles of organization, the registered agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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voluntarily consents to serve as registered agent of the Company and acknowledges that he is familiar with the obligations and duties of a registered agent as required by law and hereby accepts those duties and responsibilities.

V.

The consent of a majority of all members shall be required to admit additional members, which shall be in accordance with the terms and conditions of the operating agreement of the Company.

VI.

The Company is to be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 6th day of April, 2006.

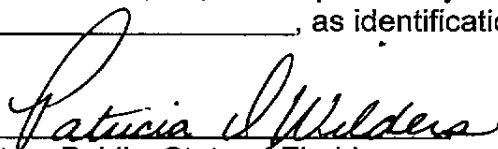

_____(SEAL)
DON DAVID WEIFFENBACH, as member
and registered agent

SECRETARY OF STATE
TALLAHASSEE
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STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 6th day of April, 2006, by DON DAVID WEIFFENBACH, who is personally known to me, or who has produced _____, as identification.



Notary Public, State of Florida

PATRICIA D. WILDERS

(Print or Type Name)

My Commission Expires:

