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DIVISION OF CORPORATIONS
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B. McKnight JUN 09 2006

JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

June 1, 2006

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

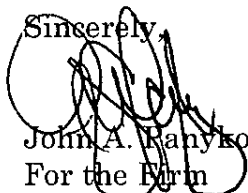
Ladies and Gentlemen:

Enclosed please find two (2) original Articles of Organization of Southern Grace Aviation, LLC to be filed on behalf of Southern Grace Aviation, LLC.

Enclosed please also find check no.7319 in the amount of \$155.00 in payment of the filing fee and for the return of a certified copy of same to our office.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,



John A. Panyko
For the Firm

JAP*sr

Enclosures

**ARTICLES OF ORGANIZATION
OF
SOUTHERN GRACE AVIATION, LLC**

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The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

**ARTICLE I
Name And Principal Office**

The name of this limited liability company is Southern Grace Aviation, LLC, and its principal office and mailing address is located at 120 East Main Street, Pensacola, Florida, 32502.

**ARTICLE II
Duration**

The existence of this limited liability company shall be perpetual, commencing upon the subscription of these Articles of Organization.

**ARTICLE III
Purpose**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

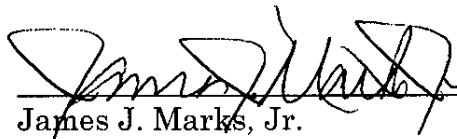
**ARTICLE IV
Initial Registered Office And Agent**

The street address of this limited liability company's initial registered office is 120 East Main Street, Pensacola, Florida, 32502, and the name of this limited liability company's initial registered agent is James J. Marks, Jr.

ARTICLE V
Organization

The name and address of the organizer is James J. Marks, Jr., 120 East Main Street, Pensacola, Florida, 32502.

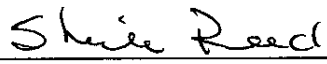
IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization for this limited liability company this 31st day of May, 2006.


James J. Marks, Jr.

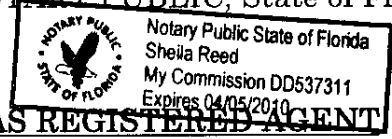
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STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 31st day of May, 2006, by James J. Marks, Jr., who is personally known to me or who has produced _____ as identification.



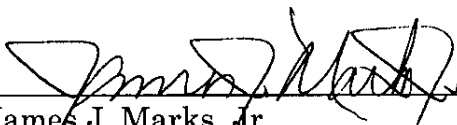
NOTARY PUBLIC, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JAMES J. MARKS, JR., am familiar with and hereby accept the appointment as Registered Agent for SOUTHERN GRACE AVIATION, LLC, as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 31st day of May, 2006.


James J. Marks, Jr.

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