

Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

aero air, llc

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**ARTICLES OF ORGANIZATION
FOR
AERO AIR, LLC**

(4)

ARTICLE I - NAME

The name of this limited liability company shall be AERO AIR, LLC.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

This limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing and street address of this limited liability company shall be 7061 Cypress Road, Suite 104, Plantation, Florida 33317.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

Kenneth J. Weil, Esquire
Richman Greer Weil Brumbaugh
Mirabito & Christensen, P.A.
201 S. Biscayne Boulevard, Suite 1000
Miami, FL 33131

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by majority vote of the existing members.

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ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager are as follows: Lawrence R. Spira, 7061 Cypress Road, Suite 104, Plantation, Florida 33317.

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his resignation.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted amended, altered or repealed by the majority vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by majority vote of the remaining members, provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 25 day of July, 2006.

Authorized Representative of the Members

By: 

Kenneth J. Well

Title: Attorney-in-Fact

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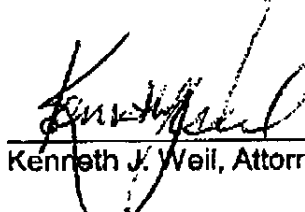
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is AERO AIR, LLC.

The name and address of the registered agent and office are:

Kenneth J. Weil, Esquire
Richman Greer Weil Brumbaugh
Mirabito & Christensen, P.A.
201 S. Biscayne Boulevard, Suite 1000
Miami, FL 33131

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: July 25, 2006
Kenneth J. Weil, Attorney-in-FactFILED
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