

Division of Corporations

Florida Department of State

Division of Corporations
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06 DEC 12 AM 11:31**FLORIDA/FOREIGN LIMITED LIABILITY CO.****SMART AVIATION, LLC**

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**ARTICLES OF ORGANIZATION
OF
SMART AVIATION, LLC**

In order to form a limited liability company pursuant to the Florida Limited Liability Company Act, Florida Statutes § 608.401 *et seq.* (the "Act"), the undersigned hereby executes these Articles of Organization in accordance with the provisions of Section 608.407 of the Act.

**ARTICLE I
NAME**

The name of the Limited Liability Company is: Smart Aviation, LLC.

**ARTICLE II
ADDRESS**

The mailing address of the principal office of the Limited Liability Company is: 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103. The street address of the principal office of the Limited Liability Company is: 4776 Radio Road, Suite 105, Naples, Florida 34104.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
REGISTERED AGENT**

The name and address of the Limited Liability Company's registered agent and office is Carrie E. Lademan, at 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103.

**ARTICLE V
MANAGEMENT**

The Company shall be managed by its members. The initial members are Jack Bachman, at 4776 Radio Road, Suite 105, Naples, Florida 34104, and Markus Huber, at 4891 Europa Drive, Naples, Florida 34105.

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These Articles are executed this 18th day of December, 2006, by an authorized representative of a Member of the Company, pursuant to the Florida Limited Liability Company Act, Florida Statute § 608.401, *et seq.* The execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

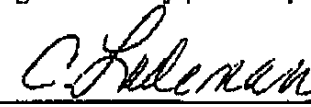

Carrie E. Lademan, Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Smart Aviation, LLC.
2. The name and address of the registered agent and office is: Carrie E. Lademan at 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103.

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 provided for in Chapter 608, Florida Statutes.


Carrie E. Lademan

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