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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
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*Sam*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

AEROLEASE AVIATION, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 03       |
| Estimated Charge      | \$125.00 |

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - Name:**

The name of the Limited Liability Company is:

Acropase Aviation, LLC

Must end with the words "Limited Liability Company" or their abbreviation "LLC," or "L.C."

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

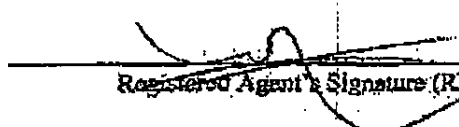
**Principal Office Address:**6303 Blue Lagoon Drive, Suite 380  
Miami, FL 33126**Mailing Address:**6303 Blue Lagoon Drive, Suite 380  
Miami, FL 33126**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Maurice J. Baumgarten, Esq.  
(Name of Person)Annsia, Bandklayder, Blackwell, Baumgarten, Torricella & Stein  
(Firm/Company)100 Southeast Second Street, Suite 4300  
(Address) (P.O. Box NOT acceptable)Miami, Florida 33131  
(City/State/Zip Code)

*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 as registered agent as provided for in Chapter 608, F.S.*

  
Registered Agent's Signature (REQUIRED)(CONTINUED)  
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**ARTICLE IV - Manager(s) of Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

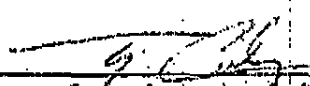
"MGRM" = Managing Member

**Name & Address:**MGRMTim Corley6303 Blue Lagoon Drive, Suite 380  
Miami, Florida 33126MemberMichael A. Goldberg6303 Blue Lagoon Drive, #380  
Miami, FL 33126

(Use attachment if necessary)

**ARTICLE V: Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)**

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or after the date of filing.)

**REQUIRED SIGNATURE:**  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Tim Corley\_\_\_\_\_  
Typed or printed name of signee**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$30.00 Certified Copy (Optional)

\$5.00 Certificate of Status (Optional)