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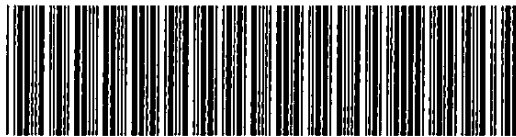
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TALLAHASSEE, FLORIDA

JAN 16 2007

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January 10, 2007

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Fort Pierce Aircraft Maintenance, LLC


Dear Sirs:

Enclosed please find the following:

1. Original Articles of Organization of Fort Pierce Aircraft Maintenance, LLC
2. Original Certificate of Designation of Registered Agent/Registered Office
3. Conformed copies of each of the above documents
4. Check in the amount of \$125.00 for the filing fee and designation of agent made payable to the Division of Corporations.

Please file the enclosed documents immediately for Fort Pierce Aircraft Maintenance, LLC. If you need any additional information or documents, please contact me at the above number or address. Thank you for your time and attention to this matter.

Very sincerely yours,
BAUER & ASSOCIATES
Attorneys at Law, P.A.



Kirk T. Bauer

KTB:mh
Enclosure

**ARTICLES OF ORGANIZATION OF
FORT PIERCE AIRCRAFT MAINTENANCE, LLC**

Article I

The name of the limited liability company ("Company") is FORT PIERCE AIRCRAFT MAINTENANCE, LLC.

Article II

The mailing and street address of the Company's principal office is 2576 Shady Lane, Orange City, Florida 32763. The members shall have the power and authority to establish branch offices, or to change the location of the principal office, to such other places as the members may designate.

Article III

The period of duration for the Company is perpetual.

Article IV

The name of the Company's initial registered agent in Florida is Victor E. Johnson. The address of the Company's registered office in Florida is 2576 Shady Lane, Orange City, Florida.

Article V

The Company is to be managed by a manager. The Initial Manager is:

Victor E. Johnson
2576 Shady Lane
Orange City, Florida 32763

Article VI

The Initial Member of the Company is:

Van Den Heer, LLC
2575 S. Cimarron Road, Suite 202
Las Vegas, Nevada 89117

Article VII

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and

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nature of contributions by new members at the time the new members are admitted.


Article VIII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company as provided in the Company's Operating Agreement.

Article IX

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested entirely in the Members and any such adoption, alteration, amendment or repeal must be done by unanimous written consent of the Members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 10th day of January, 2007, at DeLand, Florida.



Victor E. Johnson, Manager

**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 office/registered agent, in the State of Florida.

1. The name of the limited liability company is FORT PIERCE AIRCRAFT MAINTENANCE, LLC.

2. The name and address of the Registered Agent and Office is:

VICTOR E. JOHNSON
2576 Shady Lane
Orange City, Florida 32763

FORT PIERCE AIRCRAFT
MAINTENANCE, LLC

By: _____

Victor E. Johnson, Manager

Having been named as Registered Agent 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: _____

1-10-07

Victor E. Johnson

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