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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

U SHARE AIR, LLC

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**ARTICLES OF ORGANIZATION
OF
U SHARE AIR, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned organizing member adopts the following Articles of Organization for the limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is U Share Air, LLC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company are: 8191 North Tamiami Trail, Suite 105, Sarasota, Florida 34243.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is 8191 North Tamiami Trail, Suite 105, Sarasota, Florida 34243, and the name of its initial registered agent at that address is Jose L. Santos.

ARTICLE IV

Organizing Member

The name and address of the organizing member of the Company are: U Share Air Management, LLC, 8191 North Tamiami Trail, Suite 105, Sarasota, Florida 34243.

Dated this 1st day of November 2007.

U Share Air Management, LLC,
A Florida limited liability company

By: 

Name: Jose L. Santos

Title: Managing Member

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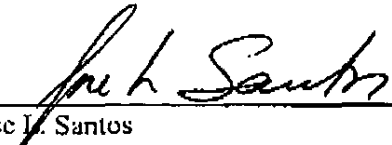
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 1st day of November 2007.

REGISTERED AGENT:



Jose L. Santos

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