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Florida Department of State
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To:

Division of Corporations
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From:

Account Name : NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.
Account Number : I20010000202
Phone : (941) 954-4691
Fax Number : (941) 954-2128

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

VALKYRIE AVIATION, LLC

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$125.00 |

D. BRUCE

APR 15 2008

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
VALKYRIE AVIATION, LLC**

The undersigned person, acting as the organizer of VALKYRIE AVIATION, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

VALKYRIE AVIATION, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed and accepted by the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, FL 34236, and the name of the company's initial registered agent at that address is John M. Compton.

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ARTICLE V - PLACE OF BUSINESS

The mailing and street address of the company is 1618 Main Street, Sarasota, FL 34236.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all of the then-existing members of the company and upon such terms and conditions as shall be set forth in its operating agreement.

ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by one or more Managers upon such terms and conditions as shall be set forth in its operating agreement.

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ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company in the form of an operating agreement or otherwise is vested exclusively in the members of the company.

ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of Organization is:

John M. Compton
1819 Main Street, Suite 610
Sarasota, FL 34236

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ARTICLE X - TERMINATION OF MEMBERSHIP INTEREST

The company shall not be dissolved upon 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.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members of the company and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: April 15, 2008.

(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.)



John M. Compton, authorized
representative of Member

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That VALKYRIE AVIATION, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, FL 34236, has named John M. Compton as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for VALKYRIE AVIATION, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: April 15, 2008.



John M. Compton

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