

12/08/2008 1:45 FAX 407 8860087

MCLEOD LAW FIRM

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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Rachel Aviation, LLC

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EXAMINER

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ARTICLES OF ORGANIZATION
FOR
RACHEL AVIATION, LLC
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

Name

The name of this Company shall be RACHEL AVIATION, LLC.

ARTICLE II

Duration

The term of existence of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE III

Mailing Address

The mailing address is 115 Lena Ann Drive, St. Cloud, Florida 34771. The street address is 115 Lena Ann Drive, St. Cloud, Florida 34771.

ARTICLE IV

Registered Agent and Office

The name and street address of the initial registered agent and office for this Company is as follows: ROBERT M. FORTNER, 115 Lena Ann Drive, St. Cloud, Florida 34771.

ARTICLE V

Admission of Additional Members;

Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

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ARTICLE VI
Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, 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, shall cause the dissolution of the Company, then the business of the Company shall continue (without dissolution) if elected, in writing, within ninety (90) days of the occurrence of such event by any remaining Member.

ARTICLE VII
Management by Members

The Company will be managed by its Members. The name and address of the initial Managing Member is:

ROBERT M. FORTNER
115 Lena Ann Drive
St. Cloud, Florida 34771

ARTICLE VIII
Regulations of Company

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE IX
Informal Action of Members

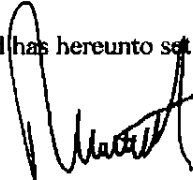
Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

ARTICLE X
Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 19th day of November, 2008.

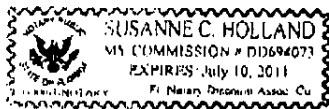


ROBERT M. FORTNER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of November, 2008, by ROBERT M. FORTNER, who (✓ one) _____ is personally known to me or _____ produced Drivers License as identification.

(SEAL)



Susanne C. Holland
NOTARY PUBLIC

Susanne C. Holland
Print Name of Notary
My Commission Expires:

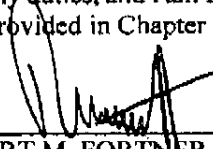
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STATEMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, I, ROBERT M. FORTNER 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 in Chapter 608, Florida Statutes.



ROBERT M. FORTNER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of November, 2008, by ROBERT M. FORTNER, who (✓ one) _____ is personally known to me or _____ produced Drivers license as identification.

(SEAL)



Susanne C. Holland
NOTARY PUBLIC
Susanne C. Holland
Print Name of Notary
My Commission Expires:

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