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Division of Corporations

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Florida Department of State
Division of Corporations
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Electronic Filing Cover Sheet

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Fax Number : (407) 839-4264

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HANOVER AVIATION VENTURES, LLC

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TELEPHONE: 407.839.4200
FACSIMILE: 407.425.8377
www.broadandcassel.com

TELECOPIER TRANSMITTAL

DATE: Wednesday, December 31, 2008 9:16:14 AM
TO: Sunbiz, Hanover Aviation Ventures, LLC
ADDRESS:
TELECOPIER PHONE NO.: 1-850-617-6383
CONFIRMATION PHONE NO.:
FROM: Michael Palma
TOTAL NUMBER OF PAGES: 07 (including cover)
CLIENT AND MATTER: 30911-0013

MESSAGE:

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MICHAEL A. PALMA
DIRECT LINE: 407.839.4200
EMAIL: mpalma@broadandcassel.com

December 29, 2008

PERSONAL AND CONFIDENTIAL

Re: Electronic Filing Cover Sheet

Dear Sir or Madam:

My name is Michael Palma and I am a paralegal with Broad and Cassel Law firm. I recently (a week and a half ago) used the electronic filing program and made a company name for Hanover Aviation Ventures, LLC, with a ID number of (((H08000276499 3))) I just got off the phone with a personal representative of the company and was informed from him that he did not receive a fax. This is unfortunate because I specifically remember doing so. However, that is not the issue; I am sending this letter with the fax to inform you that the name of this company is HANOVER AVIATION VENTURES, LLC. If you have any questions or concerns, feel free to call.

Sincerely,

Michael Anthony Palma

map/map
Enclosures

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TALLAHASSEE, FLORIDA

(H08000276499 3)

ARTICLES OF ORGANIZATION
OF
HANOVER AVIATION VENTURES, LLC

The undersigned, as a member and acting as the organizer of HANOVER AVIATION VENTURES, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is HANOVER AVIATION VENTURES, LLC, a Florida limited liability company (the "Company").

ARTICLE II - Address:

The mailing address and the street address of the principal office of the Company Outer Road, Orlando, Florida 32814.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by a manager, and the name and address of the manager who is to serve as initial manager until the first annual meeting of members or until a successor is elected and qualified is:

Name

Address

Hanover Capital Partners, LLC

911 Outer Road
Orlando, Florida 32814

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

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ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be William S. Orosz, Jr., and the street address of the Company's registered agent is 911 Outer Road, Orlando, Florida 32814. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

~~Each individual or entity who is or was a manager of the Company (and the heirs, executor,~~
personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

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ARTICLE X – Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization as of this 18th day of December, 2008.

MEMBER:

HANOVER CAPITAL PARTNERS, LLC

By: 

William S. Orosz, Jr., its President

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

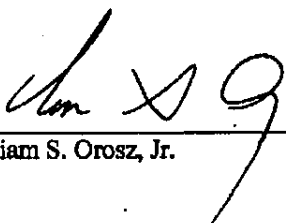
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is HANOVER AVIATION VENTURES,
LLC.

2. The name and address of the registered agent and its office is:

William S. Orosz, Jr.
911 Outer Road
Orlando, Florida 32814

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, the undersigned hereby accepts
the appointment as registered agent and agree 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 his
duties, and is familiar with and accepts the obligations of his position as registered agent.



William S. Orosz, Jr.

Dated this 18th day of December, 2008.

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