

Division of Corporations

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

10/17/09 Wheels Up LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION
OF

2009 NOV -2 AM 7:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/17/09 WHEELS UP LLC

The undersigned executes these Articles of Organization of 10/17/09 Wheels Up LLC to form a limited liability company pursuant to the Florida Limited Liability Company Act:

ARTICLE I. NAME

The name of the limited liability company is: 10/17/09 Wheels Up LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 4951 Windsor Park, Sarasota, Florida 34235-2610.

ARTICLE III. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602, and the name of the limited liability company's initial registered agent at that address is Thomas N. Henderson, III.

Having been named to accept service of process for the above stated 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.

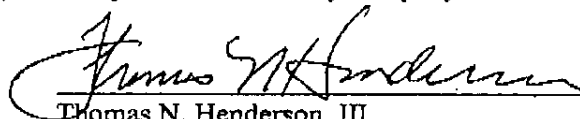


Thomas N. Henderson, III

ARTICLE IV. MANAGEMENT OF COMPANY

The limited liability company is a manager-managed limited liability company.

EXECUTED: November 2, 2009



Thomas N. Henderson, III
Authorized Representative of Member

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