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TALLAHASSEE, FLORIDA

C. LEWIS

MAR 11 2010

EXAMINER

**BLOOM &
MINSKER, P.L.**

ATTORNEYS AT LAW

1110 BRICKELL AVENUE
SEVENTH FLOOR
MIAMI, FLORIDA 33131-3107
TELEPHONE: (305) 371-6800
FACSIMILE: SEE SPECIFIC ATTORNEY
E-MAIL: info@miamilaw.net

JOEL N. MINSKER, P.A.
DIRECT FACSIMILE: (305) 908-3445
E-MAIL: jminsker@miamilaw.net

KENNETH M. BLOOM
BOARD CERTIFIED IN TAXATION
DIRECT FACSIMILE: (305) 908-3450
E-MAIL: kbloom@miamilaw.net

March 9, 2010

VIA UPS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Formation of LLC:
Global Crew Logistics LLC
Our File No. 95013.08

Dear Sir/Madam:

The enclosed Articles of Organization and my check in the amount of \$160.00 for Filing Fee, Certificate of Status & Certified Copy are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth M. Bloom, Esq.
Bloom & Minsker, P.L.
1110 Brickell Avenue-Suite 700
Miami, Florida 33131

For further information concerning this matter, please call Kenneth M. Bloom at (305) 371-6800 Ext. 231 (Daytime Telephone No.) or Cell Phone (305) 439-1733.

Thank you for your assistance with this matter.

Sincerely yours,



KENNETH M. BLOOM

KMB/do

Enclosures

cc: Joel Arnold, Esq.

GLOBAL CREW LOGISTICS LLC

ARTICLES OF ORGANIZATION

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

ARTICLE I. NAME

The name of the limited liability company is GLOBAL CREW LOGISTICS LLC (the "Company").

ARTICLE II. ADDRESS

The principal office of the Company is:

2699 Collins Avenue
Miami Beach, Florida 33140

The mailing address of the Company is:

2699 Collins Avenue
Miami Beach, Florida 33140

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 1110 Brickell Avenue, Suite 700, Miami, Florida 33131 as the

street address of the initial registered office of the Company and names KENNETH M. BLOOM as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. MANAGEMENT

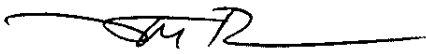
The Company's business shall be conducted, carried on, and managed by one or more Managers. The names and addresses of the Company's Managers are:

JAMES P. COLLINS 2699 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VII. REGULATIONS

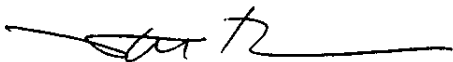
The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Company's Member.

9 IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this day of March, 2010.


KENNETH M. BLOOM, Authorized Representative
of a Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


KENNETH M. BLOOM

Dated: MARCH 9, 2010

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