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FLORIDA LIMITED LIABILITY CO.
MBF HELICOPTER LEASING, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
of
MBF HELICOPTER LEASING, LLC
(A Florida Limited Liability Company)**

**ARTICLE I
NAME**

The name of the Limited Liability Company (the "Company") is MBF Helicopter Leasing, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 121 Alhambra Plaza, Suite 1100, Coral Gables, Florida 33134.

**ARTICLE III
DURATION**

The period of duration for the Company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on 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.

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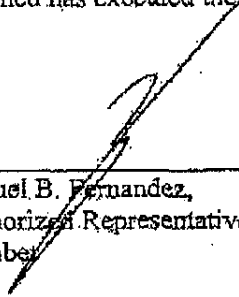
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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Limited Liability Company's initial registered agent is Miguel B. Fernandez, 121 Alhambra Plaza, Suite 1100, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of August, 2010.



Miguel B. Fernandez,
Authorized Representative of a
member

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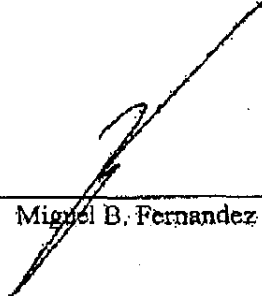
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **MBF Helicopter Leasing, LLC**, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of August, 2010.



Miguel B. Fernandez

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