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EXAMINER

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILED
SECRETARY OF STATE
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10 OCT 29 AM 8:44

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/29/2010

REF. #: 000262.135130

CORP. NAME: EXECUTIVE AIR SERVICES, INC.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 537211 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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DIVISION OF CORPORATIONS
10 OCT 29 AM 8:44

Certificate of Conversion
converting a
Florida Corporation
("Other Business Entity")
into a
Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes and Section 607.1112, Florida Statutes.

1. The name of the Florida corporation ("Other Business Entity") immediately prior to the filing of this Certificate of Conversion is:

Executive Air Services, Inc.
(Document No. S08904)

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on October 26, 1990.

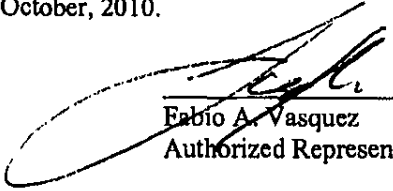
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Executive Air Services, LLC

4. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the shares of Executive Air Services, Inc. shall be cancelled and extinguished and in exchange the shareholders of Executive Air Services, Inc. shall receive and be considered to have received membership interests in Executive Air Services, LLC equal in proportion to the shares they held in Executive Air Services, Inc.

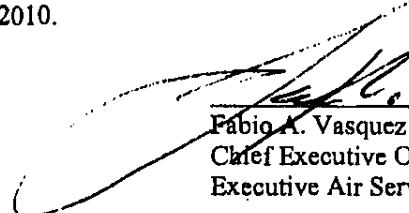
5. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.

IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed this Certificate of Conversion for the uses and purposes therein stated on this 29th day of October, 2010.



Fabio A. Vasquez
Authorized Representative of a Member

IN WITNESS WHEREOF, the undersigned officer of the Florida corporation, which is the Other Business Entity, has executed this Certificate of Conversion for the uses and purposes therein stated on this 29th day of October, 2010.



Fabio A. Vasquez
Chief Executive Officer
Executive Air Services, Inc.

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DIVISION OF CORPORATIONS
10 OCT 29 AM 8:44

ARTICLES OF ORGANIZATION

OF

EXECUTIVE AIR SERVICES, LLC

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Executive Air Services, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

15001 NW 42nd Avenue
Miami, Florida 33054

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 15001 NW 42nd Avenue, Miami, Florida 33054, and the initial registered agent of the Company at such office shall be Fabio A. Vasquez. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the members of the Company. The operating agreement of the Company shall be for the government of the

Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE VI

Initial Manager

The name and street address of the initial manager of the Company shall be:

Executive Investment Partners, LLC

15001 NW 42nd Avenue
Miami, Florida 33054

IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Fabio A. Vasquez

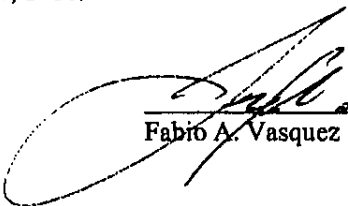
Authorized Representative of a Member

EXECUTIVE AIR SERVICES, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 29th day of October, 2010.



Fabio A. Vasquez