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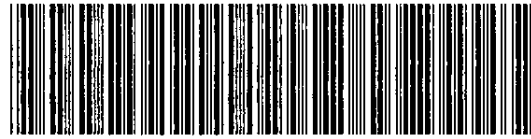
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

FEB 23 2011

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: AIR GROUP INTL. LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

DONALD A. DEYO
Name of Person

REGISTERED AGENT
Firm/Company

2465 SYLVAN CHASE
Address

ORANGE PARK, FL 32073
City/State and Zip Code

dogmas@bellsouth.net
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

DONALD A. DEYO at (**904**) **786 7200**
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Organization

Article I (name)

AirGroup Intl. LLC.

Article II (principal office)

7110 Airport Rd.
Starke Fl. 32091

Article III (registered agent)

Donald A. Deyo
2465 Sylvan Chase
Orange Park, Fl. 32073

Donald A. Deyo By my signature I confirm that I am familiar with
and accept the obligations of the position.

Article IV (managing members)

MHD-Rockland Inc.
2111 Baldwin Ave.
Unit #8
Crofton, MD. 21114

Effective Date 02/18/11

Mercair Parts Inc.
2465 Sylvan Chase
Orange Park, Fl. 32073

K.R. Oddy Assoc.
1425 Dolphin St.
Orange Park, Fl. 32073

Article V (effective date)

18 Feb. 2011

Article VI (purpose)

This company is organized for the purpose of leasing suitable facilities and as a means to coordinate the use, fulfillment of financial obligations for the occupation, up-keep and liability management by the member company's in pursuit of their cooperative and/or individual business goals.

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The members shall establish a committee (1 member from each member company) to develop set of rules and regulations for operations within the AGI facilities and assign a manager for the purpose being the company agent, facilitating the terms of the lease, overseeing, policing enforcing the compliance of the member company's to the terms of the lease, the articles of organization, all rules and regulations established for the facilities or applicable to the facilities and for mediating any disputes.

AGI shall remain in effect as long as it continues to lease facilities, even in the event the membership is reduced to a single member company, on termination of facility leases the remaining member company's may then elect to dissolve AGI on the written consent of all remaining member company's.

Article VII (member company rights and responsibilities)

Under AGI each member company shall be assigned certain portions of the facilities for their sole use, they will have the right to secure and use those portions to pursue their individual business plans, additionally each member company will have the right to use the common or joint use areas, in accordance with the facility rules and regulations as coordinated thru the AGI manager who shall insure such use has no adverse effect on any other members operation.

Under AGI the member company's share joint responsibility for AGI's compliance with all lease requirements, facility rules and regulations as well as any applicable airport, city, state or federal regulations and are responsible to each other for that compliance, additionally each member company shall also bear individual responsibility for its own, its employee's, associates, vendors, guests actions involving compliance with any and all of the applicable requirements, rules, regulations and therefore any violation may be deemed solely the responsibility of a single member company and shall not automatically include or involve the other member company's or if AGI determines other member company's contributed to the violation those member company's shall then share in the responsibility.

Article VIII (member company's interests)

Initially AGI will consist of three member company's and their interest in AGI initially as listed below will be:

MHD-Rockland Inc. 40% interest
Mercair Parts Inc. 40% interest
K.R. Oddy Assoc. 20% interest

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The above % interest figures will reflect the member company's participation in financial contribution to AGI's funding, profit, loss, voting power, liability, etc. unless listed otherwise in specific situations that do not involve all the member company's.

Additional member company's may be added in future only if approved by vote of all existing member company's, addition of a new member company would require revision of the above % interest structure to reflect the level of participation the new member company will exercise within AGI.

A Member company may resign from AGI by presenting a letter of resignation 30 days prior to the requested date of separation, the resigning member company must be current with respect to all financial obligations to AGI and AGI must not be the subject of any investigation, prosecution, litigation, judgment, enforcement or action either pending, suspected or anticipated to which the resigning member company may have been party to previously or at the time the resignation is submitted, the resignation must be approved by the remaining member company's who shall not withhold such approval with out proper cause.

A member company may be expelled from AGI by unanimous vote of the other member company's for, failure to meet its financial or ethical responsibilities to AGI or knowingly violating any applicable rule or regulation the severity of which warrants such action, lesser violations shall first be dealt with by a written warning to be followed by expulsion should the violation be continued or repeated.

AGI's group concept is based on the ability of the member company's to work together, the owners of each member company must be able to work closely as unit for AGI to succeed, therefore should there be any contemplated change in the management or ownership (partial or complete) of a member company the remaining member company's must advised and give prior written consent to the proposed management or ownership change for the re-organised member company to retain its membership in AGI.

David O. Oddy REGISTERED AGENT By the execution of this document I affirm under penalties of perjury that the facts stated herein are true.