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FLORIDA LIMITED LIABILITY CO.
Skydance Aviation, LLC

Certificate of Status	0
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JUN - 1 2011

EXAMINER

ARTICLES OF ORGANIZATION
OF
SKYDANCE AVIATION, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be Skydance Aviation, LLC (the "Company"). The mailing and street address of the principal office of the Company shall be 264 Airport Road, Apalachicola, Florida 32320.

ARTICLE II
PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The specific purpose for which this Company is initially organized is to be a fixed-base operator (FBO) at the Franklin County, Apalachicola Regional Airport, Cleve Randolph Field, located at 8 Airport Road, Apalachicola, Florida 32320. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are: Daniel Garlick, 264 Airport Road, Apalachicola, Florida 32320.

ARTICLE IV
ADMISSION OF MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

ARTICLE V**TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

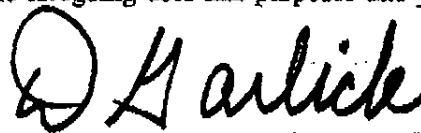
ARTICLE VI**MANAGERS**

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The initial managers of the Company shall be Daniel Garlick, whose address is 264 Airport Road, Apalachicola, Florida 32320, and Cleveland W. Randolph, Jr., whose address is 214 Avenue C, Apalachicola, Florida 32320. Subsequent managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

ARTICLE VII**DURATION**

The Company shall exist perpetually. Corporate existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization in Apalachicola, Florida for the foregoing uses and purposes this 15 day of May, 2011.



Daniel Garlick

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, Skydance Aviation, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: Skydance Aviation, LLC.
2. The name and address of the registered agent and office are: Daniel Garlick, 264 Airport Road, Apalachicola, Florida 32320.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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, as provided for in the Florida Limited Liability Company Act.

DATED: This 15 day of MAY, 2011.



Daniel Garlick