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Florida Department of State
Division of Corporations
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From: Account Name : SHUTTS & BOWEN LLP (ORLANDO)
Account Number : I20030000004
Phone : (407) 835-6959
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FLORIDA LIMITED LIABILITY CO.
Smith Aviation Leasing, LLC

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

SMITH AVIATION LEASING, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company is:

4250 North Federal Highway
Lighthouse Point, FL 33064

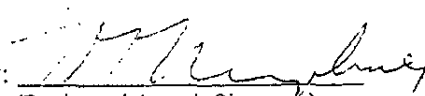
**ARTICLE III - Registered Agent and Office and
Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

CORPORATION COMPANY OF ORLANDO
300 South Orange Avenue
Suite 1000 (JGH)
Orlando, Florida 32801-5403

Having been named as registered agent and to accept service of process for the above stated limited liability 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 Chapter 608, Florida Statutes.

CORPORATION COMPANY OF ORLANDO

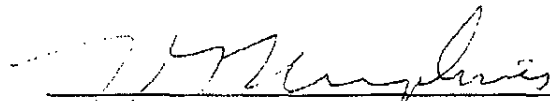
By: 
(Registered Agent's Signature)
J. Gregory Humphries, Vice President

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ARTICLE IV – Manager(s) or Managing Member(s)

The name and address of each Manager or Managing Member is as follows:

| <u>Title</u> | <u>Name and Address</u> |
|---|--|
| "MGR" = Manager "MGRM" = Managing Member | |
| MGRM | Phil Smith Management, Inc. 4250 N. Federal Highway Lighthouse Point, FL 33064 |



Signature of a member or authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes,
the execution of this document constitutes an affirmation under
the penalties of perjury that the facts stated herein are true. .

J. Gregory Humphries, Authorized Representative
(Typed or printed name of signee)