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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
GC FLIGHT OPS, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
GC FLIGHT OPS, LLC**

WHEREAS, on February 8, 2024, the initial articles of **GC FLIGHT OPS, LLC** (the "Company") were adopted and filed with the Florida Department of State ("Original Articles"); and

WHEREAS, the sole Member of the Company has determined that it is in its best interest to adopt revised articles for the Company in the form hereof; and

NOW THEREFORE, the undersigned being a duly authorized representative of the sole Member, pursuant to the provisions of Florida Statutes Section 605.0202, adopts the following Amended and Restated Articles of Organization of the Company (the "Amended and Restated Articles of Organization"):

**ARTICLE I
NAME**

The name of the Company is **GC FLIGHT OPS, LLC**.

**ARTICLE II
PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal business and mailing address of the Company is:

201 S. Biscayne Boulevard, Suite 800
Miami, Florida 33131

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The Company designates 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131, as the street address of the registered office of the Company and names Law Center of the Americas, LLC as the Company's registered agent at such address to accept service of process within this State.

**ARTICLE IV
DURATION AND TERMINATION**

The period of the Company's duration commenced on the filing of the Original Articles with the Secretary of State and shall continue perpetually, unless terminated in accordance with Florida law or with the Operating Agreement of the Company.

**ARTICLE V
MANAGEMENT**

The Company shall be a manager managed limited liability company.

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ARTICLE VI
MANAGER

The name and address of the sole Manager of the Company are:

Paolo Coen Ubilla
c/o 201 S. Biscayne Blvd., Ste. 800
Miami, FL 33131

ARTICLE VII
PURPOSE

That the Company has been formed to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII
ADMISSION OF NEW MEMBERS

The admission of new Members of the Company shall be solely as provided in the Operating Agreement of the Company.

ARTICLE IX
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE X
RESTRICTION ON TRANSFER

If there is more than one Member owning the membership interests of the Company, no Member may transfer or assign any portion of its interest in the Company except as provided in the Operating Agreement of the Company, if applicable.

ARTICLE XI
AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of February, 2024.

By: 

Name: Nicole A. Baudini

Title: Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **GC FLIGHT OPS, LLC** to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 16th day of February, 2024.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: Nicole A. Baudini

Title: Manager