

AUG- 4-95 FRI 10:10 AM

L95000000603

TX: 8X95 FLORIDA DIVISION OF CORPORATIONS
1:28 PM PUBLIC ACCESS SYSTEM ((H95000008537))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 305-6761
(((H95000008537))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY NAME:
FLIGHTLINE OF AMERICA, L.C. FAX AUDIT NUMBER: H95000000537 CURRENT
STATUS: REQUESTED DATE REQUESTED: 08/03/1995 TIME REQUESTED:
13:28:41 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 11 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$285.00
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
sheet when submitting documents to the Division of Corporations. Your document
cannot be processed without the information contained on this page. Remember to
type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000008537))) ** ENTER 'M' FOR MENU. **

Hold for pick up

RECEIVED

95 AUG -4 PM 1:12

DIVISION OF CORPORATIONS

Bobbie Hodge
ck. Brought
Memorandum
ON computer
7-4-95

FILED
95 AUG -4 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/4



FLORIDA DEPARTMENT OF STATE

July 31, 1995

Sandra B. Mortham
Secretary of State

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: FLIGHTLINE OF AMERICA, L.C.
REF: W95000015340

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

DOCUMENT IS TOOOOOOO DARK.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008297
Letter Number: 095A00036103



FLORIDA DEPARTMENT OF STATE

August 3, 1995

Sandra B. Mortham
Secretary of State

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: FLIGHTLINE OF AMERICA, L.C.
REF: W95000015340

We received your electronically transmitted document. However, the document has not been ^{It's} filed and needs the following corrections:

PLEASE PRINT ~~HE~~ R.A. NAME CLEARLY (SEE ARTICLE IX).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008297
Letter Number: 695A00036608

AUG- 4-95 PRI 10:40 AM

P. 2

H95000008537

ARTICLES OF ORGANIZATION
FOR
FLIGHTLINE OF AMERICA, L.C.

A Florida Limited Liability Company
(FS Section 608.401)

FILED
95 AUG -4 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Florida pursuant to Fla. Stat. 608.401 entitled the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We do hereby adopt the following Articles as the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be FLIGHTLINE OF AMERICA, L.C., and its principal place of business shall be in the City of Ft. Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The period of this Company's duration shall be not more than 30 years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of

H95000008537

KLEINFELDER AND SPIRO, P.A.
ONE S.W. 3RD AVE. SUITE 800
MIAMI, FL 33131 (305) 400-5531
305-892-1700

#2500000 RS37

any other event which terminates the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III

PURPOSES AND POWERS

The nature of the business or businesses to be transacted and which this limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the States of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative

#2500000 RS37

118500008537

subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform and service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise

118500008537

H25000008537

expressed, be in no way limited or restricted by reference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of ~~\$1000.00~~ dollars in cash or property contributed to the limited liability company by its members. Additional contributions of \$ 1 dollars shall be made by all members of the limited liability company when such due and payable. A Member shall not receive out of the limited liability company property any part of his or its contribution to capital until:

- (a) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
- (b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded;
- (c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the Company.

H25000008537

1195000008537

ARTICLE V PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits. The distributive share of the profits shall be determined and paid to the members [_____].

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability and the profits of the business, or, if such sources are insufficient to cover such losses, by the members as agreed to in the Bylaws of this limited liability company. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

ARTICLE VI LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company according to company regulations. This article may be amended from time to time in the regulations of this limited liability company by a unanimous vote of the members of the limited liability company.

1195000008537

WPS0000010537

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at:
2700 W. Cypress Creek Road, Suite D-131, Ft. Lauderdale, Broward County, Florida 33309

ARTICLE VIII

MANAGEMENT

This limited liability company will be initially managed by the persons stated below until the first meeting of the members when successors are elected and qualify according to the Operating Agreement entered into between the members. The Manager (or Managers) who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the regulations of the Company. Such Manager(s) shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Operating Agreement entered into between the Members of such Manager(s).

The name(s) and address(es) of the Member(s) is/are as follows:

Name

Address

Michael T. Honey

6604 Via Regina, Boca Raton, Florida 33433

WPS0000010537

HP5000002537

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is as follows:

KLEINFELD & SPIVACK, P.A., One S.E. Third Avenue, Suite 1940, Miami, Dade County, Florida, and the name of its initial registered agent is LAWRENCE C. CAPLAN, ESQ.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company. Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of members, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Transferability or assignment of a Member's interest must be in accord with the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way

HP5000002537

H9500007537

of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XI

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of this Company shall be vested in the Member(s) of the Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulation made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal action by members may be taken without a meeting if consent in writing setting forth the action so taken is signed by all Members who would be entitled to vote on such action at a meeting and is filed with the Manager(s) of the Company as part of its records.

ARTICLE XII

AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and

H9500007537

AUG- 4-95 FRI 10:45 AM

P. 10

#85000008337

shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

EXECUTION

The undersigned, being the initial managers of this limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of FLIGHTLINE OF AMERICA, L.C.

#85000008337

AUG- 4-95 FRI 10:45 AM

P. 11

119500000537

IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, we, the undersigned, constituting the initial incorporators, have executed these Articles of Organization this 2nd day of JULY 1995


MICHAEL T. HONEY, Initial organizer


JUDITH HONEY, Initial organizer

FILED
95 AUG -4 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID LIMITED LIABILITY COMPANY.


Registered Agent

The State of Florida)
County of ~~Alachua~~

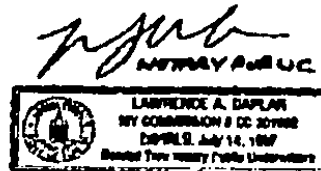
I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared MICHAEL T. HONEY and JUDITH HONEY, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that ~~they~~ executed the same.

Witness my hand and official seal in the above-mentioned county and state this 2nd day of JULY, 1995

My Commission expires on JULY 14, 1997.

[Seal]

FORM 1446 (Rev. 6-82)



119500000537

AUG- 4-95 PRI 10:46 AM

P. 12

#95000002537

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of FLIGHTLINE OF AMERICA, L.C. depose and say:

- 1) The above named limited liability company has at least two (2) members;
- 2) the total amount of cash contributed by the members is \$1,000.00; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$1,000.00.

In accordance with Section 606.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


MICHAEL T. HONEY, Member


JUDITH HONEY, Member

FILED
95 AUG -4 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#95000002537

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
--	---

FILING FEE \$ 238.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
--------------------------------	---

1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000603 FLIGHTLINE OF AMERICA, L.C. 2700 W. CYPRESS CREEK RD. SUITE D-131 FT. LAUDERDALE FL 33309
--

1a. Principal Place of Business Address 2700 W. CYPRESS CREEK RD. SUITE D-131 FT. LAUDERDALE FL 33309
--

If above mailing address is correct in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business 7501 E. PEMBERKE RD Suite, Apt. #, etc	2a. Mailing Address 7501 E. PEMBERKE RD Suite, Apt. #, etc	3. Date Organized or Qualified 08/04/1995	3a. State of Formation FL
City & State PEMBERKE PINE, FL Zip 33023	City & State PEMBERKE PINE, FL Zip 33023	4. FEI Number 65-0607763	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> No Additional Fee Required

7. Name and Address of Current Registered Agent CAPLAN, LAWRENCE C SUTIE 1940 ONE S.E. THIRD AVENUE MIAMI FL	8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc City Zip Code FL
--	--

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (If Not Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	HONEY, MICHAEL T	5604 VIA REGINA	BOCA RATON FL
			200001834812 -05/22/96--01073--014 ****238.75 ****238.75 A.A. 5-16-96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address

SIGNATURE: MICHAEL T. HONEY 5/12/96 (854) 987-1020
SIGNATURE AND TYPE (OR PRINTED NAME) OF SIGNER'S MANAGER, MEMBER OR MANAGER Date Daytime Phone #



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1996

FLIGHTLINE OF AMERICA, L.C.
7501 E. PEMBROKE ROAD
PEMBROKE PINES, FL 33023

SUBJECT: FLIGHTLINE OF AMERICA, L.C.
Ref. Number: L95000000603

✓ We have received your document for the above limited liability company and your check(s) totaling \$238.75; however, the document has not been filed and is being returned for the following:

A member or manager listed in block 10 or on an attachment must sign the report on line 11.

NOTE: YOU HAVE 30 DAYS FROM THE DATE OF THIS LETTER TO MAKE THE CORRECTIONS AND RETURN THE DOCUMENT AND NOT HAVE TO PAY THE LATE FEE OF \$25.00.

PLEASE RETURN A COPY OF THIS LETTER WITH THE CORRECTED DOCUMENT TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314.