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CARLE CHANDLER

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TALLAHASSEE

TALLAHASSEE OFFICE

117 N. GADSDEN

TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 844-9999

FAX (904) 222-5000

900001852689

May 31, 1996

Secretary of State
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32301

900001852689

06/06/96--01001--018

***337.50 ***337.50

Re: Articles of Organization of King Air Leasing, L.C.

Dear Sir:

Enclosed are the Articles of Organization of King Air Leasing, L.C., Affidavit of Membership and Contributions and the Certificate of Designation of Registered Agent/Registered Office along with our check in the amount of \$337.50 to cover the \$250.00 filing fee; \$35.00 for Designation of Registered Agent and \$52.50 for a certified copy.

If you have any questions regarding this filing please feel free to call.

Yours truly,

Vicki Gordon Kaufman

Vicki Gordon Kaufman

VGK/jei

Enclosure

RECEIVED
96 MAY 31 PM 1:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 3:09

846
5/31/96
C. W. L. O. N.
T. R. O. C. Y.

ARTICLES OF ORGANIZATION OF KING AIR LEASING, L.C.

FILED
STATE OF FLORIDA
CORPORATIONS
96 MAY 31 PM 3:09

ARTICLE I - Name

The name of the Limited Liability Company is:

King Air Leasing, L.C.

ARTICLE II - Address:

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

Route 2, Box 175
Flaghole Road
Clewiston, FL 33440-9429

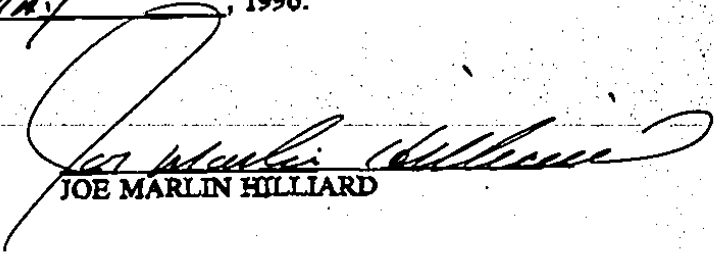
ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manger and the name and address of such manager is JOE MARLIN HILLIARD.

DATED this 30 day of MAY, 1996.

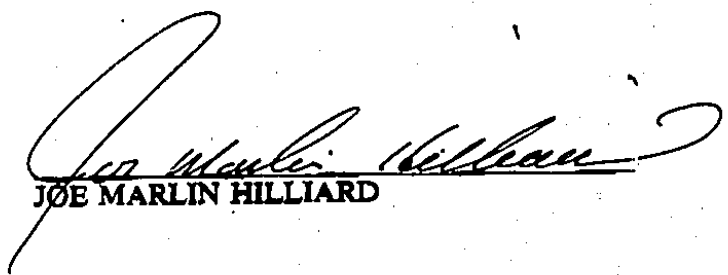

JOE MARLIN HILLIARD

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of King Air Leasing, L.C. deposes and says:

1. The above-named limited liability company has at least two members;
2. The total amount of cash contributed by the member(s) is \$10,000.00;
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2 and 3 above.

Under penalties of perjury, I declare the above to be true and correct to the best of my knowledge and belief.


JOE MARLIN HILLIARD

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

STATE OF FLORIDA
DIVISION OF CORPORATE REGISTRATION
95 MAY 31 PM 3:09

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

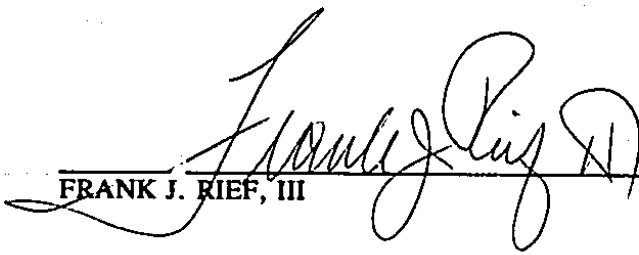
1. The name of the limited liability company is:

King Air Leasing, L.C.

2. The name and address of the registered agent and office is:

Frank J. Rief, III, Esq.
McWhirter, Reeves, McGlothlin, Davidson, Rief & Bakas, P.A.
P.O. Box 3350
Tampa, FL 33601-3350

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.


FRANK J. RIEF, III

5/30/96
Date