

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*See letter
for money
validation*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN

Will Pick Up _____

RE: Air Safety
International, L.C.

C.C. FEE	DISBURSED
<input type="checkbox"/> Capital Kit	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> Record Search	
<input type="checkbox"/> Partnership File	
<input type="checkbox"/> Corp. File	
<input checked="" type="checkbox"/> Cert. Copy(s)	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S-	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Reinstatement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	
<input type="checkbox"/> Corporate Kit	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> File No.'s, _____ Copies	
<input type="checkbox"/> Courier Service	
<input type="checkbox"/> Shipping/Handling	
<input type="checkbox"/> Phone () _____	
<input type="checkbox"/> Top Priority	
<input type="checkbox"/> Express Mail Prep.	
<input type="checkbox"/> FAX () _____ pgs.	

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

FEE, KOBLEGARD & DeROSS

ATTORNEYS AT LAW

An Affiliation of Professional Associations

401-A SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FLORIDA 34950

FRANK H. FEE, III
R.N. KOBLEGARD, III, -
Board Certified Civil Trial Lawyer
of FEE & KOBLEGARD, P.A.

JOSEPH J. DeROSS, JR.
of JOSEPH J. DeROSS, JR., P.A.

FRANK FEE (1913-1983)
OTIS R. PARKER, JR. (1910-1982)

TELEPHONE
(561) 461-5020

TELECOPIER
(561) 468-8461

April 23, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002157751--4
-04/29/97--01028--002
*****337.50 *****337.50

Re: **Air Safety International, L.C.**

Gentlemen:

Please find enclosed the following:

1. Original and one copy of Articles of Organization of Air Safety International, L.C.
2. Original and one copy of Affidavit in re Articles of Organization of Air Safety International, L.C.
3. Our check in the amount of \$337.50 for filing fee, registered agent fee and certified copy.

Thank you in advance for your assistance in this matter.

Sincerely,


R. N. Koblegard, III

RNK:smb

Encs.

APR 30

W977-10005
1. B5B

1/27

**ARTICLES OF ORGANIZATION
OF**

AIR SAFETY INTERNATIONAL, L.C.

FILED
97 MAY -5 PM 1:17
TALLAHASSEE, FLORIDA

The undersigned authorized representative of the member, **GMGRSST Ltd.**, a Utah Limited Partnership, certifies that it and the other members, hereinafter named, have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare through the undersigned authorized agent of the member, **GMGRSST Ltd.**, a Utah Limited Partnership, that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I - NAME

The name of the limited liability company is, and shall be, **AIR SAFETY INTERNATIONAL, L.C.**, and its principal place of business shall be in Indian River County, 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 duration for the Company shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 2901 Pro-Flite Drive, Vero Beach, FL 32960, and its mailing address shall be 2901 Pro-Flite Drive, Vero Beach, FL 32960.

**ARTICLE IV - INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The address of the initial registered office of this limited liability company is 401-A S. Indian River Drive, Fort Pierce, FL 34950, and the name of its initial registered agent is R. N. Koblebard, III.

ARTICLE V - RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except upon the unanimous consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, 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.

ARTICLE VI - PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all business and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII - CAPITAL CONTRIBUTIONS

Capital contributions in the initial aggregate amount of \$5,000.00 cash shall be paid by the members of this limited liability company in the percentages specified as follows:

<u>Name and Address:</u>	<u>Total Capital Contribution:</u>	<u>Percentage:</u>
GMGRSST Ltd., a Utah Limited Partnership Pro-Flite Dr. Vero Beach, FL 32960	\$4,950.00	99%
Alan L. Madsen 9500 South 500 West Suite 100 Salt Lake City, FL 84070	\$ 50.00	1%
<hr/>		
TOTALS:	\$5,000.00	100%

It is anticipated that additional capital contributions in cash or in kind will be made by the members are required for investment purposes, and as determined by unanimous consent of the members.

ARTICLE VIII - PROFIT AND LOSSES

Except as otherwise agreed by a Members' Agreement, the members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with generally accepted accounting principles. Distribution of profits, or allocation of operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX - MANAGEMENT


This limited liability company shall be managed and its

powers exercised by a managing member to be elected from time to time by the members. **GMGRSST Ltd., a Utah Limited Partnership**, whose address is 2901 Pro-Flite Drive, Vero Beach, FL 32960, is hereby designated initial managing member to serve as manager until the first annual meeting of members, or until its successor is elected or qualified. The managing member herein designated, and its successors, shall have the power to borrow money and pledge company assets as may be set forth in a Member's Agreement.

The undersigned hereby certifies that he is the duly authorized representative of **GMGRSST Ltd., a Utah Limited Partnership**, hereinabove named as a member of the limited liability company, and that the foregoing constitutes the Articles of Organization of **AIR SAFETY INTERNATIONAL, L.C.**

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on the 23rd day of April, 1997.

**GMGRSST Ltd., a Utah
Limited Partnership**

By 
R. N. Koblegard, III,
Esquire, Attorney at Law
Authorized Representative
Pursuant to Section 608.407,
Florida Statutes

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

R. N. Koblegard, III
R. N. KOBLEGARD, III,
ESQUIRE

DATED: April 23, 1997

FILED
97 MAY -5 PM 1:17
CLERK OF STATE
ALABAMA