



THE UNITED STATES
CORPORATION
COMPANY

L97000001081

ACCOUNT NO. : 072100000032

REFERENCE : 521861 80762A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 3:02

ORDER DATE : September 8, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 521861-005

CUSTOMER NO: 80762A

300002300583--9

CUSTOMER: Joshua S. Morse, Esq
JOSHUA S. MORSE, ESQ
Suite 9
3275 66th Street, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: PRIORITY JETS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

R97000001081

by 2nd

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JK

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I. NAME

The name of the Limited Liability Company is:

PRIORITY JETS, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 7235 Sunshine Drive South St. Petersburg, Florida 33705.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

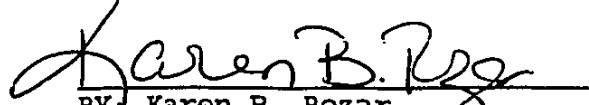
The Limited Liability Company is to be managed by the managing members and the name and address of the managing member is:

Managing Member:
Laura Nielsen
Pres.

7235 Sunshine Drive South
St. Petersburg, Florida 33705

The undersigned authorized representative of a member of
PRIORITY JETS, LLC hereby executes these articles of
organization on this 29TH Day of SEPTEMBER 1997.

CORPORATION SERVICE COMPANY




BY: Karen B. Rozar
as its agent as authorized
representative of PRIORITY JETS,
LLC

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

Dated: September 29, 1997

TSY/rww

SEP-29-1997

STSS 222 006

SEP-29-1997 13:40

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of PRIORITY JETS, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 26th day of September, 1997.

Mary Anne Glasgow
 Witness
 Mary Anne Glasgow
 Typed or Printed Name

Kathy L. Perkey
 Witness
 Kathy L. Perkey
 Typed or Printed Name

J. Stanford Morse
 Signature
 J. Stanford Morse
 Typed or Printed Name

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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SECRETARY OF CORPORATIONS
97 SEP 29 PM 3:02

The undersigned member or authorized representative of a member of _____
deposes and says:

PRIORITY JETS, LLC

the above named limited liability company has at least two members

\$ 100.00

1) the total amount of cash contributed by the member(s) is

\$ 0


2) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

\$ 0

3) the amount of cash or property anticipated to be contributed by member(s) is

\$ 100.00

4) the total amount of 2, 3, and 4 is


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)