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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED DIVISION OF CORPORATIONS LIABILITY COMPANY

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ARTICLE I - Name

The name of the Limited Liability Company Is: INTER AMERICAN AIRLINES, L.L.C.

ARTICLE II - Address

The mailing address of the principal office of the Limited Liability Company is: 848 Brickell Avenue, Suite 1140, Miami, FL 33131.

ARTICLE III - Duration

The period of duration of the Limited Liability Company shall be: It shall continue until dissolved in accordance with the Act ..

ARTICLE IV - Management

The Limited Liability Company is to be managed by a member and the name and address of the managing member is: Henry Howard, 848 Brickell Avenue, Suite 1140, Miami, FL 33131

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

Henry Howard 848 Brickell Avenue, Suite 1140 Miami, FL 33131

ARTICLE VI - Registered office

The street address of the initial registered office of the Limited Liability Company is:

848 Brickell Avenue, Suite 1140 Miami, FL 33131

ARTICLE VII - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: By agreement of the existing members.

October 17, 1997

SECRETARY OF STATE DIVISION OF CORPORATIONS
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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

Henry Howard

22 OCTOBER 1997

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of INTER AMERICAN AIRLINES, L.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 is \$108,000.
- if any, the agreed value of property other than cash contributed by member 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 is \$108,000. This total includes amounts from 2 and 3 above.

Henry Howard

FILING FEE: \$ 250 for Articles of Organization and Affidavit