

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-0600 • Fax (850) 224-1122

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Aviareps America, L.C.

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****337.50 ****337.50

TAX _____
FILING 250.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 337.50 *BK*
N. PAID _____
BALANCE DUE _____
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11/5/97

Signature _____

Requested by: Cher 11.5 917
Name Date Time
Walk-In _____ Will Pick Up _____

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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UCC 11 Retrieval _____
Courier _____

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TALLAHASSEE FLORIDA

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DIVISION OF CERTIFICATION

BK

ARTICLES OF ORGANIZATION OF AVIAREPS AMERICA, L.C.

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The undersigned hereby certify that we have associated ourselves together for the purposes of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be Aviareps America, L.C., and its principal place of business shall be at 152 Country Club Drive West, Destin, Florida 32541, 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

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the 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:

To engage in any activity or business authorized under the Florida Statutes for limited liability companies

ARTICLE III

MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

<u>Member</u>	<u>Membership Interests</u>	<u>Capital Contributions</u>
Aviareps Limited	65	\$650.00
Access America, L.C.	35	\$350.00

Additional contributions may be made as required, as determined by a fifty one percent (51%) vote of membership interests.

ARTICLE IV

PROFITS AND LOSSES

(a) Sharing of Profits. 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 the distributed share of the profits specified in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the

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members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interests of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the this limited liability company shall be located at 152 Country Club Drive West, Destin, Florida 32541. This is also the company's mailing address.

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ARTICLE VIII

MANAGEMENT

A. This limited liability company shall be managed by the managing member; however, all of the following shall require a fifty-one percent (51%) vote from the members:

- a. assigning property to creditors or other assignees;
- b. confessing a judgment;
- c. submitting a claim to arbitration;
- d. executing and delivering any debt instrument;
- e. borrowing money in the name of Aviareps America, L.C.;
- f. conveying real or personal property of Aviareps America, L.C.;
- g. pledging a member's membership interests to individuals or entities outside of Aviareps America, L.C.; and
- h. disposing of the goodwill of the company.

Notwithstanding the above however, the terms and conditions of the Operating Agreement of the company, if in conflict with the above, shall control.

B. The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until its successor is elected and qualifies, is as follows:

Access America, L.C., 152 Country Club Drive West,
Destin, Florida 32541

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ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 743 Highway 98 East, Suite 5, City of Destin, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is Robert E. McGill, III.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except with a fifty-one percent (51%) vote of the then existing 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 a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of Aviareps America, L.C.

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Executed by the undersigned on the 3rd day of November
1997.

ACCESS AMERICA, L.C.

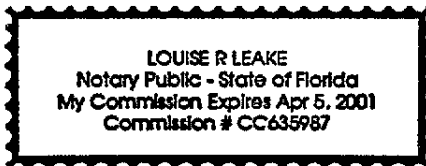
Paula L. Robison
Paula L. Robison, Member

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FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared Paula L. Robison, member of Access America L.C., who is known to me or produced _____ as identification and who, being first duly sworn, states that she executed the foregoing instrument voluntarily and for the purposes therein stated this 3rd day of November, 1997.



Louise R. Leake
Notary Public

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 3RD day of November, 1997.

Robert E. McGill, III
ROBERT E. MCGILL, III

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Aviareps America, L.C., hereby deposes and says:

(1) the above named limited liability company has at last two members;

(2) the total amount of cash contributed by the members is \$1,000.00.

(3) The agreed value of property other than cash contributed by the member(s) is none.

(4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00, which includes the amount from (2) and (3) above.

ACCESS AMERICA, L.C.

Paula S. Robison

Paula S. Robison, Member
(Original Member)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared Paula S. Robison individually, member of Access America, L.C., who is known to me or produced _____ as identification and who, being first duly sworn, states that she executed the foregoing instrument voluntarily and for the purposes therein stated this 3rd day of November, 1997.

Louise R. Leake
Notary

Louise R. Leake
Print Name

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