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LAW OFFICE OF
LYNNE K. HENNESSEY, P.A.

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April 13, 1998

State of Florida, Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

700002496527--2
-04/22/98 --01058--001
****285.00 ****285.00

Re: Articles of Organization and Affidavit and Designation of Registered Agent
International Aviation Partners Europe, L.C.

Dear Sir/Madam:

CM

Enclosed are the following documents in connection with the above-referenced matter:

1. Articles of Organization and Affidavit of International Aviation Partners Europe, L.C.;
2. Designation of Registered Agent; and,
3. My law office check number 1256 in the amount of \$285.00 to cover the filing fee (\$250.00) and Designation of Registered Agent (\$35.00).

Please register this Limited Liability Company and provide a letter of acknowledgement. My name, address and day time telephone number are provided above.

Thank you for your prompt attention. If there are any questions or problems, please call.

Very truly yours,

LYNNE K. HENNESSEY, P.A.

Lynne K. Hennessey

LKH/jll

Enclosures

cc: Ms. Ismary Bodet (w/enc.)

FILED
98 APR 22 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 APR 22 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

INTERNATIONAL AVIATION PARTNERS EUROPE, L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: INTERNATIONAL AVIATION PARTNERS EUROPE, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1900 Glades Road, Suite 300, Boca Raton, Florida 33431.

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 managers and the names and addresses of such managers who are to serve as managers are:

Fabian C. Bachrach
250 S.E. Mizner Boulevard
Boca Raton, Florida 33432

Joseph P. Farrell
20196 Palm Island Drive
Boca Raton, Florida 33498

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and

conditions of the admissions shall be governed under the terms and conditions outlined in the Members' Agreement.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be governed by the terms and conditions outlined in the Members' Agreement.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of International Aviation Partners Europe, L.C. certifies:

- 1.) The above named Limited Liability Company has at least two members;
- 2.) The total amount of cash contributed by the members is \$15,000.00;
- 3.) If any, the agreed value of property other than cash contributed by the members is \$0.
- 4.) The total amount of cash and property contributed and anticipated to be contributed by the members is \$15,000.00.

(In accordance with §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.)

BY:  FABIAN C. BACHRACH, Managing Member


Typed or printed name of signer

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SECRET
TALLAHASSEE FLORIDA

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

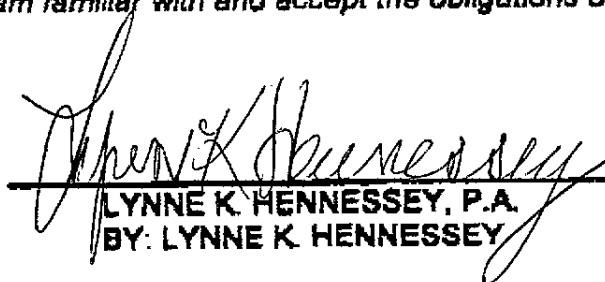
PURSUANT TO THE PROVISIONS OF §608.415 OR §608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: INTERNATIONAL AVIATION PARTNERS EUROPE, L.C.
2. The name and the Florida street address of the registered agent are:

LYNNE K. HENNESSEY, P.A.
2255 Glades Road
One Boca Place, Atrium 226
Boca Raton, Florida 33431

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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.


LYNNE K. HENNESSEY, P.A.
BY: LYNNE K. HENNESSEY