

L 980000000656



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REFERENCE : 829160 4303929

AUTHORIZATION : Patricia Pajot

COST LIMIT : \$ 337.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : May 22, 1998

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ORDER NO. : 829160-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

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DOMESTIC FILING

NAME: WINGS AVIATION, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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**ARTICLES OF ORGANIZATION
OF
WINGS AVIATION, L.L.C.**

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ARTICLE I - Name

The name of the Limited Liability Company is WINGS AVIATION, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 3725 Leafy Way, Coconut Grove, Florida 33133.

ARTICLE III - Duration

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its managing members (the "Managers"). The Managers shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The names and addresses of the Managers who are to serve are as follows:

Marco Possati
3725 Leafy Way
Coconut Grove, Florida 33133

Leasair, Inc.
3725 Leafy Way
Coconut Grove, Florida 33133

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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 Company, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

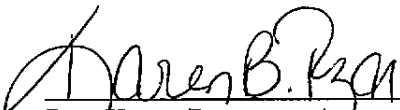
ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WINGS AVIATION, L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

Corporation Service Company


By: Karen Rozar, as Agent

Dated: April 22, 1998.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WINGS AVIATION, L.L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$479,262.
3. if any, the agreed value of property other than cash contributed by members is -0-.
4. the total amount of cash or property anticipated to be contributed by members is \$479,262.

This total includes amount from 2 and 3 above.



Signature of a member or authorized representative of a member
MARCO POSSATI

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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