

L98000003098

December 2, 1998

State of Florida  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314


000002704820--6  
-12/07/98-01124-003  
\*\*\*\*285.00 \*\*\*\*285.00

To Whom It May Concern:

Enclosed please find completed articles of organization for the establishment of a limited liability company in the name of "WACO AIR L.C." Pursuant to your direction via phone; we have enclosed a check for two hundred eighty five dollars and no cents (\$285.00) to cover the registration fee and a signed acceptance of registered agent form for the above mentioned limited liability company.

Please forward all correspondence to the address listed below. Thank you.

Sincerely,



Cody Smith

Cody Smith  
1600 Sarno Road, Suite 124  
Melbourne, Florida 32935

Name	12/9/98
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
WACO AIR L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be WACO AIR L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1600 Sarno Road, Suite 124, Melbourne, Florida 32935.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Cody Smith, 1600 Sarno Road, Suite 124, Melbourne, Florida 32935.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the affidavit of membership and contribution.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other

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members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, insanity, retirement, or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

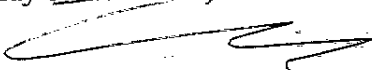
#### ARTICLE IX - MANAGEMENT

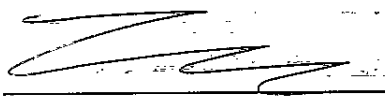
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

NAME	ADDRESS
Cody Smith	1600 Sarno Road
Walter J. Gatti	2060 South Patrick Drive

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Melbourne, Florida, on this 1st day of December, 1998.

STATE OF FLORIDA  
COUNTY OF BREVARD

  
Cody Smith, Organizer

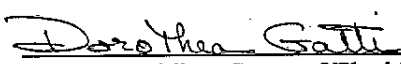
  
Applicant

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TALLAHASSEE, FLORIDA

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Sworn to (or affirmed) and subscribed before me this 3rd day of DECEMBER, 1998 by \_\_\_\_\_  
(name of person making statement).

  
Notary Public - State of Florida

 **Dorothea Gatti**  
MY COMMISSION # CC493665 EXPIRES  
Print, Type or Stamp Commissioned Name  
Notary Public BONDING THRU TROY FAIR INSURANCE, INC.

Personally known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



**Dorothea Gatti**  
MY COMMISSION # CC493665 EXPIRES  
October 22, 1999  
BONDING THRU TROY FAIR INSURANCE, INC.

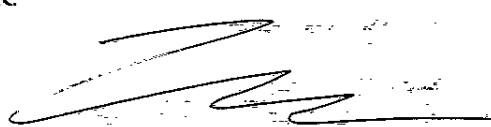
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of WACO AIR L.C. deposes and says:

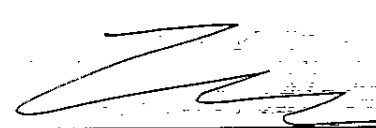
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$20,000.00.
3. The agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$20,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: 12/4/98

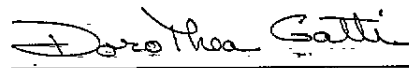
  
Cody Smith

STATE OF FLORIDA  
COUNTY OF BREVARD

  
Applicant: Cody Smith

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TALLAHASSEE, FLORIDA

Sworn to (or affirmed) and subscribed before me this 3rd day of DECEMBER, 1998 by \_\_\_\_\_  
(name of person making statement).

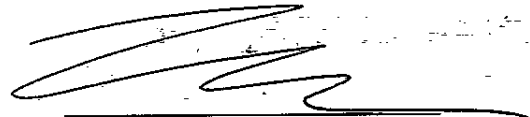
  
Notary Public-State of Florida



Dorothea Gatti  
MY COMMISSION # CC493665 EXPIRES  
October 22, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of WACO AIR L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Cody Smith  
Registered Agent

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