

L98000003364



THE UNITED STATES
CORPORATION
COMPANY

W98-28656
00789-01117-00671

ACCOUNT NO. : 072100000032

REFERENCE : 075028 9029A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

ORDER DATE : December 22, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 075028-005

CUSTOMER NO: 9029A

900002719899--4

CUSTOMER: Steve Weinberg, Esq
FRANK EFFMAN WEINBERG & BLACK,
FRANK EFFMAN WEINBERG & BLACK,
Second Floor
8000 Peters Road
Plantation, FL 33324

DOMESTIC FILING

NAME: OCALA AIRPORT PROPERTY, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JA

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L98-3364



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

CSC

SUBJECT: OCALA AIRPORT PROPERTY, L.L.C.
Ref. Number: W98000028656

We have received your document for OCALA AIRPORT PROPERTY, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00060168

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ARTICLES OF ORGANIZATION

OF

Ocala Airport Property, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is: Ocala Airport Property, L.L.C.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

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ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address and the mailing address of the Limited Liability Company's principal office is: 6129 S.W. 70th Street, Second Floor, Miami, Florida 33143.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is: FREDRIC B. BURNS. The street address of the initial registered office of the corporation in the State of Florida is 6129 S.W. 70th Street, Second Floor, Miami, Florida 33143.

ARTICLE VI

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing members.

ARTICLE VII

DISSOLUTION; WINDING UP; LIQUIDATION

I. A. Dissolution. The Limited Liability Company shall be

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dissolved on the happening of any of the following events:

1. Death, insanity, bankruptcy, resignation, retirement or expulsion of any Member.
2. Dissolution of any Member who is an entity.
3. Majority Vote of the Members.
4. When the Limited Company has fewer than two (2) Members.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Member (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE VIII

MANAGEMENT

The Limited Liability Company shall be managed by a manager whose name and address is listed below and who shall serve as

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manager until the first annual meeting of members or until his successor or successors are elected and qualified:

FREDRIC B. BURNS

6129 S.W. 70th Street, 2nd Fl.
Miami, Florida 33143

ARTICLE IX

TRANSFERABILITY OF A MEMBER'S INTEREST

A member's interest in the Limited Liability Company is not assignable in whole or in part, unless a 2/3 majority of the members consent to the assignment.

IN WITNESS WHEREOF, the undersigned subscribing member has executed these Articles of Organization effective this 21st day of December, 1998.

OCALA AIRPORT PROPERTY, LLC

By: 
FREDRIC B. BURNS

Its: Member

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

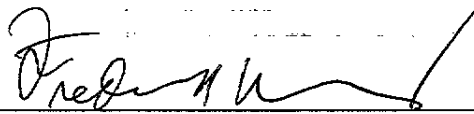
Pursuant to the provisions of Section 608.415 or 608.507,
Florida Statutes, the undersigned limited liability company submits
the following statement in designating the registered office/
registered agent, in the State of Florida.

1. The name of the limited liability company is **OCALA AIRPORT
PROPERTY, LLC**

2. The name and address of the registered agent and office is:

FREDRIC B. BURNS
6129 S.W. 70th Street
Second Floor
Miami, Florida 33143

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.



(Signature)

12/21/98

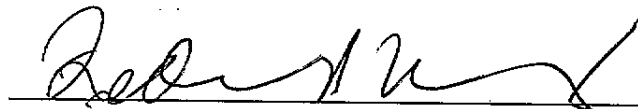
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **OCALA AIRPORT PROPERTY, LLC.** deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is \$255,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is NONE. 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(s) is \$255,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or
authorized representative of a member

(In accordance with section 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.)

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