



THE UNITED STATES
CORPORATION
COMPANY

L98000003368

Prop. Desc.
00789-00524-00671
ACCOUNT NO. : 072100000032

W98-28374

REFERENCE : 071247 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : December 18, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 071247-005

600002716156--5

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: ACA AIRSIDE SERVICES, L.L.C

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (2) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

[Signature]

RECEIVED
98 DEC 18 PM 12:43
STATE SECRETARY OF CORP. DIV.

FILED
98 DEC 18 PM 3:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

L98-3368



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

CSC

SUBJECT: ACA AIRSIDE SERVICES, L.L.C.
Ref. Number: W98000028374

We have received your document for ACA AIRSIDE SERVICES, 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):

Please provide a description of the property contributed by the members, as stated on the affidavit.,

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: 798A00059603

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ARTICLES OF ORGANIZATION
OF
ACA AIRSIDE SERVICES L.L.C.

ARTICLE I - Name

The name of the Limited Liability Company is ACA AIRSIDE SERVICES L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2461 N.W. 67th Avenue, Building 700-Suite A280, Miami, Florida 33122.

ARTICLE III - Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - Management

The Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager 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 name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Air Cargo Associates, Inc.
2461 N.W. 67 Avenue
Building 700-Suite A280
Miami, Florida 33122

ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be 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 remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VII - Registered Agent and Office

The street address of the Company's initial registered office is 1201 Hays Street, City of

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Tallahassee, 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 ACA AIRSIDE SERVICES, 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.

CORPORATION SERVICE COMPANY

Meliorah D. Skipper
As Agent for Registered Agent

Dated: December 18th, 1998.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AIR CARGO ASSOCIATES, INC. deposes and says:

1. the total amount of cash contributed by the members is \$ 5,000⁰⁰.
2. if any, the agreed value of property other than cash contributed by members is \$ 0,00.
3. the total amount of cash or property anticipated to be contributed by members is \$ 15,000⁰⁰. This total includes amount from 1 and 2 above.

AIR CARGO ASSOCIATES, INC., Managing Member

[Signature]
Signature of a member or authorized representative of a member

Frank J. Visconti, U.P.
Print Name and Title

(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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