

Division of Corporations

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Florida Department of State

Division of Corporations
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From: Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (813) 441-8966
Fax Number : (813) 442-8470

LIMITED LIABILITY COMPANY

AIR-1 AIRCRAFT, LLC

SECRET OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 1999

JAMES A. MARTIN, JR.
MACFARLANE FERGUSON & MCMULLEN
625 COURT STREET, SUITE 200
CLEARWATER, FL 33756

SUBJECT: AIR-1 AIRCRAFT, LLC
REF: W99000001905

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies is either managed by the Managing Members or the Managers not by a Board of Directors. Please indicate whether they are Managing Members or Managers.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000002045
Letter Number: 599A00003499

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**ARTICLES OF ORGANIZATION
OF
AIR-1 AIRCRAFT, LLC**

The undersigned hereby certifies that it has formed a limited liability company under the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the limited liability company shall be AIR-1 AIRCRAFT, LLC

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

Air-1 Aircraft, LLC
c/o James A. Martin, Jr.
625 Court Street, Suite 200
Clearwater, FL 33756

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

James A. Martin, Jr. - #166508
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other

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obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and their compensation.

(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a Member or Manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the Members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

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(o) Be a promoter, incorporator, general partner, limited partner, Member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.

(p) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 625, Clearwater, FL 33756 and the initial registered agent at such address is James A. Martin, Jr.. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. James A. Martin, Jr. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VII

Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is described on the attached Exhibit "A", which is made a part hereof by this reference.

ARTICLE VIII

Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

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ARTICLE IX

Management

The management of the limited liability company shall be vested in a Board which shall consist of three (3) Managers. The Managers shall have the powers granted to them in the regulations. The names and addresses of the initial Managers are:

1. Herber Gonzalez - 14609 Airport Parkway, Clearwater, FL 33762
2. Ken Marks - 14609 Airport Parkway, Clearwater, FL 33762
3. David Brandon - 14609 Airport Parkway, Clearwater, FL 33762

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ARTICLE X

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts executed by such Member in an individual or representative capacity shall survive and shall inure to the benefit of the limited liability company.

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ARTICLE XI

Restrictions on Membership

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the regulations of the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

ARTICLE XII

Regulations

The members of the limited liability company shall adopt regulations which shall also act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The regulations shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIII

Acknowledgment

The undersigned, being the members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of AIR-1 AIRCRAFT, LLC. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed by the laws of the State of Florida.

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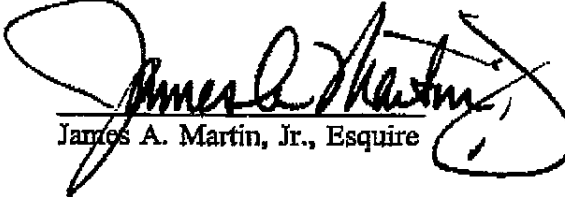
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization
this 26th day of January, 1999.


James A. Martin, Jr., Esquire

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EXHIBIT "A"
TO
ARTICLES OF ORGANIZATION
FOR
AIR-1 AIRCRAFT, LLC

Initial Contribution:

The initial contribution to the capital of Air-1 Aircraft, LLC, by its members is as follows:

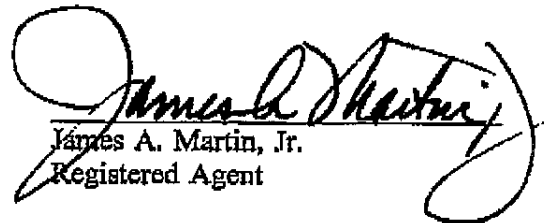
<u>Member</u>	<u>Cash</u>
Herber Gonzalez	\$ 510.00
Ken Marks	\$ 245.00
David Brandon	\$ 245.00
TOTAL	<u>\$1,000.00</u>

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of AIR-1 AIRCRAFT, LLC in its Articles of Organization, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



James A. Martin, Jr.
Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
AIR-1 AIRCRAFT, LLC**

The undersigned duly authorized representative of the members of AIR-1 AIRCRAFT, 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 members is \$1,000.
3. No property other than cash has been contributed by the members and therefore the value is -0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.

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James A. Martin, Jr.

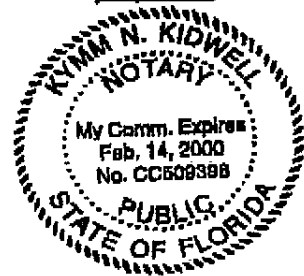
 James A. Martin, Jr.

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared James A. Martin, Jr., who is personally known to me and who did take an oath this 26th day of January, 1999.

Kymm N. Kidwell

 Notary Public



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