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Division of Corporations

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LIMITED LIABILITY COMPANY

PlaneNet, LLC

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Katherine Harris
Secretary of State

March 11, 1999

ELIZABETH J. WALTERS
BURKE & BLUE, P.A.
P.O. BOX 70
PANAMA CITY, FL 32402

SUBJECT: PLANENET, LLC
REF: W99000005881

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.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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. #: H99000005822
Letter Number: 399A00011568

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
OF
PlaneNet, LLC

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 PlaneNet, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 3469 Airport Road, Panama City, Florida 32405.

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 or the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE

The name of the registered agent and the street address of the registered agent of the Company in the State of Florida is Elizabeth J. Walters, Esq., 221 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property described in the Operating Agreement for the Company.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Except as provided for in the Operating Agreement, no Member shall be required to contribute additional capital to the Company, and no Member shall have any personal liability for any obligation of the Company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except upon the affirmative vote or consent of 51% of the sharing ratios of all the Members entitled to vote or consent on such matter and on such terms and conditions as shall be determined by the affirmative vote or consent of 51% of the all the Members entitled to vote or consent on such matter. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to vote or otherwise participate in the management of the business and affairs of the Company or become a member unless the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by the affirmative vote or consent of 51% of their sharing ratios.

Elizabeth J. Walters
Florida Bar #0049468
Burke & Blue, P.A. 850 769-1414
P.O. BOX 70
Panama City, Florida 32402

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ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, retirement, expulsion, bankruptcy, or dissolution of a member or manager, 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 as provided for in the Operating Agreement, provided there are at least two remaining members.

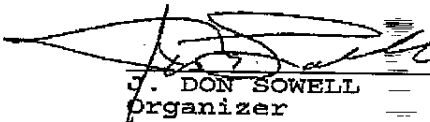
ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement 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 name and address of the initial Manager of the Company is J. Don Sowell, P.O. Box 558, Panama City, Florida 32401.

ARTICLE X - AMENDMENT

These Articles of Organization may be amended as provided in the Operating Agreement for the Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Panama City, Florida, on this 11th day of March, 1999.

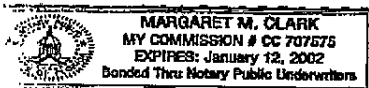

J. DON SOWELL
Organizer

TATE OF FLORIDA
COUNTY OF BAY

Sworn to and subscribed before me this 11th day of March, 1999, by J. Don Sowell, who: (notary must check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(SEAL)



Margaret M. Clark
Margaret M. Clark
(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PlaneNet, LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$1,000.00
3. If any, the agreed value of property other than cash contributed by the members is: none.
4. The total amount of cash or property anticipated to be contributed by the members is: \$1,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: MARCH 10, 1999.


J. Don Sowell
Managing Member

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

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PlaneNet, LLC, 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 accepts the obligations of the position of registered agent.



Registered Agent

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