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LIMITED LIABILITY COMPANY**FXE Gator Aircraft, LLC**

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ARTICLES OF ORGANIZATION
OF
FXE GATOR AIRCRAFT, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is FXE Gator Aircraft, LLC.

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 2899 West Prospect Road, Ft. Lauderdale, Florida 33309.

THIS DOCUMENT PREPARED BY:

H99000014986 6
Mark A. Albright, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
500 East Broward Blvd., Suite 1400
Ft. Lauderdale, Florida 33394
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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company 2899 West Prospect Road, Ft. Lauderdale, Florida 33309, and the name of the initial registered agent of this Company at that address is Robert Kay.

Article V
Capital

The capital of the Limited Liability Company is Eighty Five Thousand Dollars (\$85,000.00), which shall be contributed in property. There is no requirement or agreement for additional capital contributions.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Management

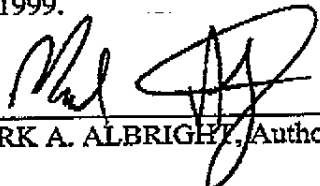
(a) Number. This company shall initially be managed by its sole member, whose name and address is Robert Kay, 2899 West Prospect Road, Ft. Lauderdale, Florida 33309.

Article XI
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

FAX AUDIT NO. H99000014986 6

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Articles the 18th day of June, 1999.



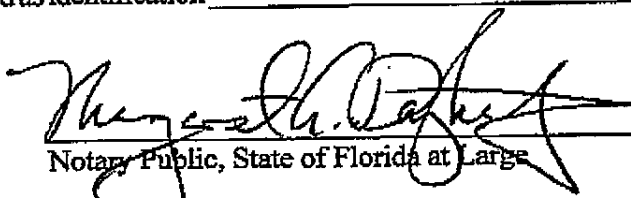
MARK A. ALBRIGHT, Authorized Representative

STATE OF FLORIDA]
] ss.:
COUNTY OF BROWARD]

The foregoing instrument was acknowledged before me this 18th day of June, 1999 by MARK A. ALBRIGHT, who has produced as identification _____ or is personally known to me.



MARGARET ANNE DAUGHERTY
My Commission CC804032
Expires Oct. 22, 1999



Notary Public, State of Florida at Large
My Commission Expires:

FAX AUDIT NO. H99000014986 6**ACCEPTANCE BY REGISTERED AGENT**

FXE Gator Aircraft, LLC, a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Section 608.407 of the Florida Statutes, with its registered office, as indicated in the Articles of Organization in the City of Fort Lauderdale, County of Broward, State of Florida, has named Robert Kay, located at 2899 West Prospect Road, Ft. Lauderdale, Florida 33309, as its registered agent within the State.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: 

Robert Kay

Dated: June 18, 1999

FAX AUDIT NO. H99000014986 6**AFFIDAVIT**

STATE OF FLORIDA)
): SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared MARK A. ALBRIGHT, ESQ. ("Affiant"), on behalf of the sole member of FXE GATOR AIRCRAFT, LLC, a limited liability company, who, deposes and states that:

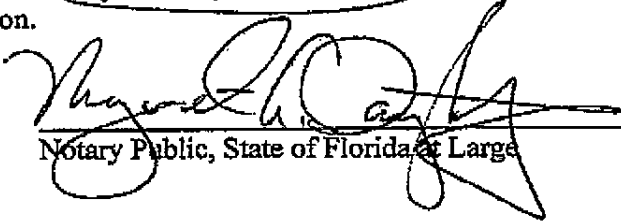
1. FXE GATOR AIRCRAFT, LLC has at least one member.
2. The total initial capital contributions and anticipated capital of the initial member of FXE GATOR AIRCRAFT, LLC is Eighty-Five Thousand Dollars (\$85,000.00), in the form of a Piper Aztec Aircraft.
3. Except for the property stated in No. 2 above, there shall be no cash or property contribution made, or anticipated to be contributed, by the member.

FURTHER AFFIANT SAYETH NAUGHT.



MARK A. ALBRIGHT, ESQ.
Authorized Representative

The foregoing instrument was acknowledged before me this _____th day of _____, 1999, by MARK A. ALBRIGHT, ESQ., who is personally known to me or has produced _____ as identification.



Notary Public, State of Florida at Large

My Commission Expires:

116695.1



MARGARET ANNE DAUGHERTY
My Commission CC604032
Expires Oct. 22, 1999

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FAX AUDIT NO.: _____

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TOTAL P.06