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Biernacki & Bauer, P.A.
ATTORNEYS AT LAW

RAYMOND A. BIERNACKI, JR.
KIRK T. BAUER

POST OFFICE BOX 459
223 SOUTH WOODLAND BOULEVARD
DeLAND, FLORIDA 32721-0459
June 24, 1999

TELEPHONE: 904/ 734-3313
FAX: 904/ 738-0424
E MAIL: bandb@magicnet.net

BY FEDERAL EXPRESS

Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

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RE: Flightlevel, L.C.

Dear Sirs:

199-3898

Enclosed please find the following:

1. Original Articles of Organization of Flightlevel, L.C.
2. Original Certificate of Designation of Registered Agent/Registered Office.
3. Original Affidavit of Membership and Contributions.
4. Conformed copies of each of the above documents.
5. Check in the amount of \$285.00 for the filing fee and designation of agent made payable to the State of Florida.

Please file the enclosed documents immediately and return to me a Certificate of Organization for Flightlevel, L.C. If you need any additional information or documents, please contact me at the above number or address. Thank you for your time and attention to this matter.

Very sincerely yours,
BIERNACKI & BAUER, P.A.

Kirk T. Bauer

KTB:mh
Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
FLIGHTLEVEL, L.C.

Article I

The name of the limited liability company ("Company") is FLIGHTLEVEL, L.C.

Article II

The mailing and street address of the Company's principal office is 3355 Black Bear Trail, DeLand, Florida 32720. The members shall have the power and authority to establish branch offices, or to change the location of the principal office, to such other places as the members may designate.

Article III

The period of duration for the Company is perpetual.

Article IV

The name of Company's initial registered agent in Florida is Kirk T. Bauer. The address of Company's registered office in Florida is 3355 Black Bear Trail, DeLand, FL 32724.

Article V

The Company is to be managed by the members. The initial managing members will serve until the first annual meeting of the members. The initial managing members are identified as follows:

Kirk T. Bauer, 3355 Black Bear Trail, DeLand, FL 32724

Mark LaFlamme, 400 Rosewood Trail, DeLand, FL 32724

Amicorp, Inc., 400 Nut Tree Drive, DeLand, FL 32720

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TALLAHASSEE FLORIDA

Article VI

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

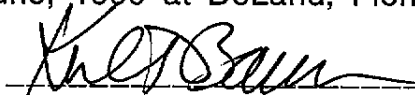
Article VII

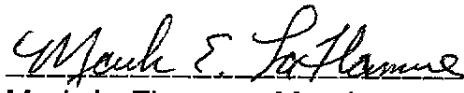
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company as provided in the Company's Regulations.

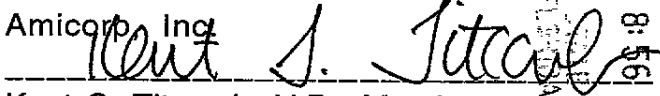
Article VIII

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members and any such adoption, alteration, amendment or repeal must be done by unanimous written consent of the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 24th day of June, 1999 at DeLand, Florida.


Kirk T. Bauer, Member


Mark LaFlamme, Member

Amicorp, Inc.

Kent S. Titcomb, V.P., Member

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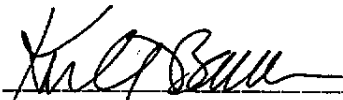
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 FLIGHTLEVEL, L.C.
2. The name and address of the registered agent and office is:

KIRK T. BAUER
3355 Black Bear Trail
DeLand, FL 32724

FLIGHTLEVEL, L.C.

By: 
KIRK T. BAUER, as Manager

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 6/24/99


KIRK T. BAUER

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TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

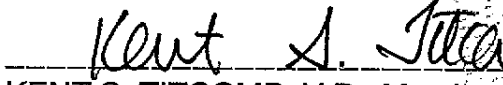
The undersigned members of FLIGHTLEVEL, L.C. depose and say:

1. The above named limited liability company has at least two members.

2. The total amount of cash, property, services and anticipated contributions to be contributed by the members is \$60,000.00. Members Kirk T. Bauer, Mark LaFlamme and Amicorp, Inc. have contributed cash in the sum of \$1,666.66 each and anticipate to contribute further cash of \$18,333.34 each. No other property has been contributed by the members.


KIRK T. BAUER, Member


MARK LAFLAMME, Member


KENT S. TITCOMB, V.P., Member

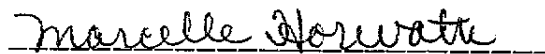
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared KIRK T. BAUER, MARK LAFLAMME, and KENT S. TITCOMB, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that the facts and matters therein are true and that they executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of June, 1999.



MARCELLE HORWATH
My Commission CC491715
Expires Sep. 09, 1999


Notary Public
MARCELLE HORWATH
Printed Notary Name

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STATE OF FLORIDA
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