



**THE UNITED STATES
CORPORATION
COMPANY**

L99000004100

ACCOUNT NO. : 072100000032

REFERENCE : 298568 4656E

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : July 7, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 298568-005

600002925156--2

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAUIG HOFFMAN
GREENBERG TRAUIG HOFFMAN
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: LIGHTSHIP ENTERPRISES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

① RA acceptance

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>7/7/99</u>	<u>XX</u> CERTIFIED COPY
Availability	<u>ok</u>	PLAIN STAMPED COPY
Document	CONTACT PERSON: Jeanine Reynolds	CERTIFICATE OF GOOD STANDING
Examiner	DCC	
Updater		
Updater		
Verifier		
Acknowledgement	DCC	
P. Verifier	DCC	

EXAMINER'S INITIALS:

*lc
7-8-99*

FILED
99 JUL -7 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL -7 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 7, 1999

ANGIE GLISAR
CSC
TALLAHASSEE, FL 32301

SUBJECT: LIGHTSHIP ENTERPRISES, L.L.C.
Ref. Number: W99000013475

RESUBMIT

Please give original
submission date as file date.

We have received your document for LIGHTSHIP ENTERPRISES, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being retained for the following:

You are listed as the registered agent for this entity. However, we don't have an acceptance statement from you.

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

Letter Number: 499A00035263

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99 JUL -8 AM 10:37

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
LIGHTSHIP ENTERPRISES, L.L.C.**

These Articles of Organization of **Lightship Enterprises, L.L.C.**, a Florida limited liability company (the "Company"), dated as of the 1st day of July, 1999, are being duly executed and filed by American Blimp Corporation and Virgin Lightships, Inc., the organizers, authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes) (the "Florida Act").

- FIRST:** The name of the limited liability Company is **Lightship Enterprises, L.L.C.**
- SECOND:** The nature of the business to be transacted and the purposes to be promoted or carried out by the Company, is to engage in any lawful act or activity for which limited liability companies may be formed under the Florida Act, and by such statement all lawful acts and activities shall be within the purposes of the Company's business as permitted under the Florida Act.

- THIRD:** The names and addresses of the initial members (the "Members") are as follows:

American Blimp Corporation
1900 N.E. 25th, Suite 5
Hillsboro, Oregon 97124

Virgin Lightships, Inc.
Unit 1, Stafford Park
12 Telford
Shropshire TF3 3BJ
U.K.

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The Company is to be managed by managers, as appointed by the Members.
Attached as Exhibit A are the names and addresses of the managers.

- FOURTH:** The duration of the Company shall be until December 31, 2049, and shall begin on July 1, 1999.
- FIFTH:** The principal address and mailing address of the Company is 5728 Major Boulevard, Suite 314, Orlando, Florida 32819.
- SIXTH:** The Members of the Company may, upon unanimous consent of all the Members, admit additional Members as provided in those certain Limited Liability Company Regulations dated even date herewith (the "Regulations").

SEVENTH: The remaining Members, pursuant to the terms of the Regulations, may elect to continue the Company's 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.

EIGHTH: The Registered Agent and Registered Office for service of process is as follows:

Name: Corporation Service Company
Address: 1201 Hays Street, Tallahassee, Florida 32301-2607

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.

American Blimp Corporation

By: Charles Ehrler
Charles Ehrler

Its: Executive Vice President

Virgin Lightships, Inc.

By: Jim Dexter
Jim Dexter

Its: President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member **Lightship Enterprises, L.L.C.** certifies:

- (1) The above named limited liability company has at least one member;
- (2) The total amount of cash contributed by the members is: \$0.00;
- (3) If any, the agreed upon value of property other than cash contributed by members is: \$0.00; and
- (4) The total amount of cash and property contributed and anticipated by members is: \$0.00.

American Blimp Corporation

By: Charles Ehrler
Charles Ehrler

Its: Organizer and Member Representative

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

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EXHIBIT A

<u>NAMES OF MANAGERS</u>	<u>ADDRESSES FOR MANAGERS</u>
Mark Dorey	c/o The Lightship Group 5728 Major Boulevard, Suite 314 Orlando, Florida 32819
Mike Kendrick	c/o The Lightship Group 5728 Major Boulevard, Suite 314 Orlando, Florida 32819
Nolen Allen	c/o The Lightship Group 5728 Major Boulevard, Suite 314 Orlando, Florida 32819
Jim Thiele	c/o The Lightship Group 5728 Major Boulevard, Suite 314 Orlando, Florida 32819

ORLANDO/TURTONM/77436/Inr0011.DOC/7/06/99

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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 TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

LIGHTSHIP ENTERPRISES, L.L.C.

2. The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY

NAME

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee, Florida 32301

CITY, STATE AND ZIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

By: _____

SIGNATURE

**Laura R. Dunlap
as its agent**

Filing Fee: \$ 35 for Designation of Registered Agent