



THE UNITED STATES
CORPORATION
COMPANY

L990000004695

ACCOUNT NO. : 072100000032

REFERENCE : 320490 7104837

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 337.50

ORDER DATE : July 27, 1999

ORDER TIME : 11:33 AM

ORDER NO. : 320490-005

CUSTOMER NO: 7104837

100002943031--0

CUSTOMER: Mr. Mario A. Romine
TURNBERRY ASSOCIATES
TURNBERRY ASSOCIATES
Suite 400
19501 Biscayne Boulevard
Aventura, FL 33180

DOMESTIC FILING

NAME: TURNBERRY AVIATION, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 27 PM 12:18

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7-2-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 1999

CSC

SUBJECT: TURNBERRY AVIATION, LLC
Ref. Number: W99000017353

RESUBMIT

Please give original
submission date as file date.

*Please date filing
7/27/99. Shanley*

We have received your document for TURNBERRY AVIATION, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company 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 limited liability company. 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 (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 999A00038330

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ARTICLES OF ORGANIZATION

FOR

TURNBERRY AVIATION, LLC

I.

NAME

The name of the limited liability company (the "Company") is

TURNBERRY AVIATION, LLC

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

STREET AND MAILING ADDRESS

The street and mailing address of the place of business of the Company in the State of Florida is 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Mario A. Romine, 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

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V.

ADDITIONAL MEMBERS

The Members shall have no right to admit additional Members.

VI.

CONTINUITY OF BUSINESS

The remaining Members of the Company may, upon resolution, 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.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Members, whose names and addresses are:

Jacquelyn Soffer	19501 Biscayne Boulevard Suite 400 Aventura, FL 33180
Jeffrey Soffer	19501 Biscayne Boulevard Suite 400 Aventura, FL 33180

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VIII.


SUBSCRIBERS

The name and address of the persons executing these Articles of Organization as Members are Jacquelyn Soffer and Jeffrey Soffer, 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180..

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



JACQUELYN SOFFER

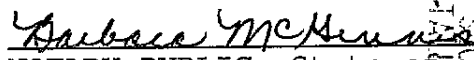


JEFFREY SOFFER

STATE OF FLORIDA)
 : S.S.
COUNTY OF DADE)

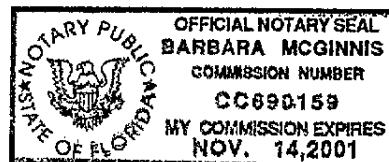
BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared JACQUELYN SOFFER, personally known to me, or who has produced _____ as identification, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of Turnberry Aviation, LLC, and acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 26th day of July, 1999.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



NOTARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

: S.S.

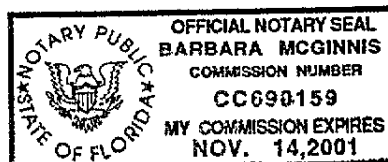
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared JEFFREY SOFFER, personally known to me, or who has produced _____ as identification, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of Turnberry Aviation, LLC, and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 26th day of July, 1999.

Barbara McGinnis
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 26th DAY OF JULY, 1999.



MARIO A. ROMINE

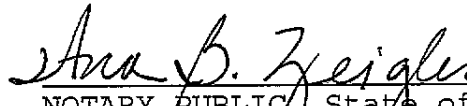
STATE OF FLORIDA)

: S.S.

COUNTY OF MIAMI-DADE)

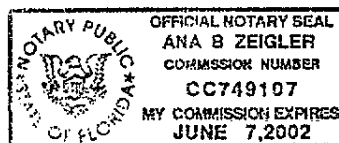
BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared MARIO A. ROMINE, personally known to me, or who has produced _____ as identification, to be the person who, as Registered Agent, executed the foregoing Acceptance by Registered Agent of TURNBERRY AVIATION, LLC and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 26th day of July, 1999.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of all the Members of TURNBERRY AVIATION, LLC, a Florida limited liability company (the "Company"), certifies as follows:

1. The Company has two (2) Members.
2. The amount of cash contributed by the Member to date is:

\$1,000.00.
3. The description and agreed value of property other than cash contributed by the Members is:

\$-0-
4. The total amount anticipated to be contributed by the Member is as set forth above.

This 26th day of July, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By: _____

Jacquelyn Soffer

By: _____

Jeffrey Soffer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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