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Examiner's Initials

PEGASUS INT'L AVIATION, L.L.C. ARTICLES OF ORGANIZATION

The undersigned Member and organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the Limited Liability Company shall be Pegasus Int'l Aviation, L.L.C.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated (i) in accordance with the Company's regulations which shall be evidenced by an operating agreement, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

c/o Stephen Wolsey 3520 Cheshire Square, Apt. C Sarasota, FL 34237 SECRETARY OF STATE DIVISION OF CORFORATIONS

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Stephen Wolsey 1549 Ringling Blvd. Third Floor Sarasota, FL 34236

A written statement as prescribed by the Florida Department of State pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. MANAGEMENT

The responsibility and control of the management and conduct of the Company's day-to-day activities and operations shall be vested in the Members and such officers as may be appointed in the Members discretion. The name and address of the initial member of the Company is:

Robert Wolsey 1549 Ringling Blvd., 3rd Floor Sarasota, FL 34236

ARTICLE VII. AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal regulations of the Company shall be vested in the Members of the Company.

ARTICLE VIII. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2) Florida Statutes.

IN WITNESS WHEREOF, the undersigned Member, Robert J. Wolsey, has executed these Articles of Organization on this 1440 day of September, 1999.

Robert J. Wolsey

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted:

That Pegasus Int'l Aviation, L.L.C., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 1549 Ringling Blvd., Third Floor, Sarasota, Florida 34236, has named Stephen Wolsey, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position.

Dated: 9/14/99

Stephen Wolsey

AFFIDAVIT

STATE OF FLORIDA

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Robert J. Wolsey, being first duly sworn, deposes and says:

- 1. That he is the duly authorized representative of Member of Pegasus Int'l Aviation, L.L.C., a Florida limited liability company (the "Company");
 - 2. That the Company has one Member;

3. That each Member of the Company has contributed \$_/\(\triangle 0\) to the capital of the Company; and

4. That Members of the Company are expected to contribute ____O ___ additional capital to the Company.

And further affiant sayeth not.

Robert J. Wolsey

The foregoing instrument was acknowledged before me this \(\frac{1}{\psi} \) day of September, 1999, by Robert J. Wolsey who is personally known to me or has produced ______ as identification, and who did take an oath.

Printed/Typed Name: Anne E. Hathaury

Notary Public-State of Florida

Commission Number: CC754652

COMMENION NUMBER

CC7.54652

MY COMMENION EXPRISES

OF FLO MY COMMENION EXPRISES

JUNE 25,2002

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