

L99000004287

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -1 AM 9:11

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 10-1-99

REF. #: 0164. 8467

CORP. NAME: Airport Industrial Investment Co.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

RECEIVED
99 OCT -1 AM 11:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5995 FOR \$ 180.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

500003003185--5
-10/01/99--01084--016
***180.00 ***180.00

COST LIMIT: \$

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

Name	MJH
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgement	
Verifier	

**CERTIFICATE OF CONVERSION
OF
AIRPORT INDUSTRIAL INVESTMENT CO.
TO
AIRPORT INDUSTRIAL INVESTMENT CO., LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 1 AM 9: 11

This Certificate of Conversion is filed with the Florida Department of State in compliance with Section 608.439, Florida Statutes.

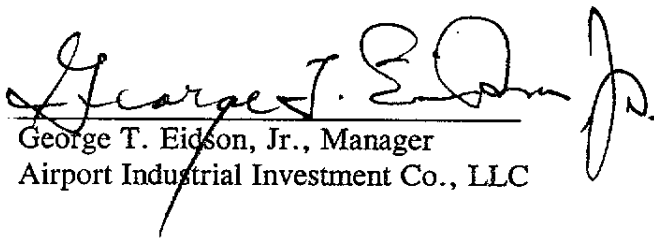
1. Name of Other Entity and Date of Formation. Airport Industrial Investment Co., a Florida general partnership (the "Partnership"), was formed on February 17, 1973, pursuant to a Partnership Agreement of that date, as subsequently amended (the "Partnership Agreement"). The name of the Partnership immediately prior to the filing of this Certificate of Conversion is "Airport Industrial Investment Co."

2. Name of Limited Liability Company. The name of the limited liability company into which the Partnership is converting is "Airport Industrial Investment Co., LLC."

3. Effective Date of Conversion. The effective date of the conversion shall be October 1, 1999, or such later date on which the Articles of Organization for the limited liability company and this Certificate of Conversion are filed with the Florida Department of State.

4. Authorization. The undersigned hereby certifies that, in accordance with Section 608.439(8), Florida Statutes, the conversion of the Partnership into the limited liability company and the adoption of the Articles of Organization and the Operating Agreement of the limited liability company have been approved as required under the Partnership Agreement.

DATED: October 1, 1999


George T. Eidson, Jr., Manager
Airport Industrial Investment Co., LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 1 AM 9:11

**ARTICLES OF ORGANIZATION
OF
AIRPORT INDUSTRIAL INVESTMENT CO., LLC**

ARTICLE I

NAME

The name of this limited liability company (the "Company") shall be **AIRPORT INDUSTRIAL INVESTMENT CO., LLC** and its mailing address and principal place of business is c/o George T. Eidson, Jr., 255 S. Orange Avenue, Tenth Floor, Orlando, Florida 32801.

ARTICLE II

COMMENCEMENT OF COMPANY EXISTENCE

This Company shall commence existence on the date these articles of organization are filed with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to its Operating Agreement or law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the owning, management, and sale of real property and any other lawful business necessary or helpful in carrying out such purposes. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act,

as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial name and address of the registered agent of this Company is George T. Eidson, Jr., 255 S. Orange Avenue, Tenth Floor, Orlando, Florida 32801. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The Company is to be a manager-managed Company as set forth in the Operating Agreement adopted by the Company. The name and street address of the initial Manager is: George T. Eidson, Jr., 250 S. Orange Avenue, Tenth Floor, Orlando, Florida 32801, who shall serve until either removal by the Members or resignation as provided in the Operating Agreement. Except as stated in Article VII of the Operating Agreement, the Manager has sole authority to manage the Company and is authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. This provision does not alter or waive any duty that the Manager may have to the Company concerning the Manager's exercise of management authority. Except as authorized by the Manager or as provided in Section 6.01 of the Operating Agreement relating to determining compensation arrangements for the Manager, no Member is an agent of the Company or has the

authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VI

OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members and shall require the approval of the Manager and of Members owning more than fifty percent (50%) of the Membership Units.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may not be admitted except upon compliance with the terms and conditions set forth in the Operating Agreement.

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the Manager may continue the business of the Company without a vote of the Members so long as there are at least two remaining Members of the Company.

ARTICLE IX

AMENDMENT

The right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, is conferred upon the Members and shall require the approval of the Manager and of Members owning more than fifty percent (50%) of the Membership Units.

ARTICLE X

HEADINGS AND CAPTIONS

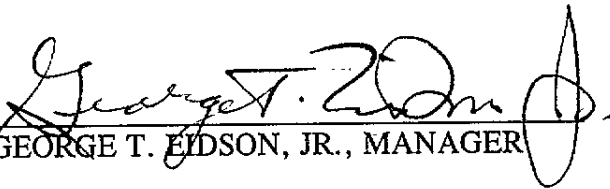
The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

ARTICLE XI

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, this 1st day of October, 1999.


GEORGE T. EDSON, JR., MANAGER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

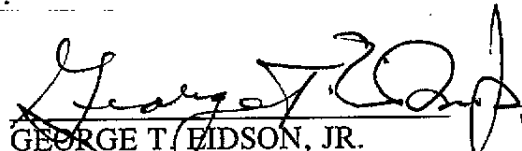
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

AIRPORT INDUSTRIAL INVESTMENT CO., LLC (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **George T. Eidson, Jr.**, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 255 S. Orange Avenue, Tenth Floor, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 1st day of October, 1999.



GEORGE T. EIDSON, JR.
Registered Agent