

L990000006473



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402480 9725B

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 155.00

ORDER DATE : October 7, 1999

ORDER TIME : 10:24 AM

600003008676--7

ORDER NO. : 402480-005

CUSTOMER NO: 9725B

CUSTOMER: Mr. Michael W. Mcardle
ROETZEL & ANDRESS
ROETZEL & ANDRESS
Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC FILING

NAME: AIR FRATER, 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: Angie Glisar

EXAMINER'S INITIALS:

MJH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 2:52

RECEIVED
99 OCT -7 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
AIR FRATER, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 PM 2:52

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Air Frater, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 240 Aviation Drive North, Naples, Florida 34104.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Michael W. McArdle, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34103.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by the manager or managers elected or appointed by the members in accordance with the Operating Agreement to be adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

NAME

ADDRESS

Marcus St. John Simmons

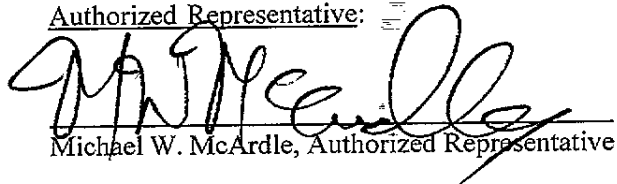
240 Aviation Drive North
Naples, Florida 34104

ARTICLE VIII - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

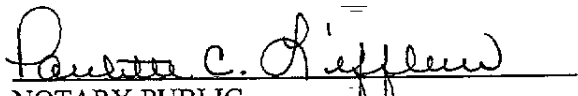
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on this 6th day of October, 1999.

Authorized Representative:

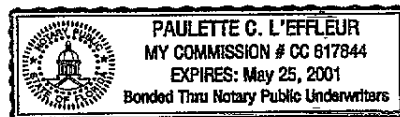

Michael W. McArdle, Authorized Representative

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 6th day of October, 1999, by Michael W. McArdle, an authorized representative. He is (X) personally known to me or () has produced _____ as identification and did take an oath.


NOTARY PUBLIC
Name: Paulette C. L'effleur
(Type or Print)
My Commission Expires: _____

184782_1.WP5



AIR FRATER, LLC

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Air Frater, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

A handwritten signature in black ink, appearing to read "Michael W. McArdle", is written over a horizontal line.

Michael W. McArdle,
Registered Agent