

Thursday, October 7, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Sew What Aircraft Upholstery, LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Sew What Aircraft Upholstery, LLC

Article II. Address

The mailing address and street address of the Company's principal office is:
Sew What Aircraft Upholstery, LLC
PMB 400 7930 NW 36 St. #23
Miami FL 33166

Article III. Registered Agent

The name and street address of the Company's registered agent is:
William Glenn Dill, Jr., Esq.
999 Brickell Avenue, Suite 650
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of a majority of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by the members, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

William Glenn Dill, Jr. | FL Bar Member 127345
Law Offices of Hoffman & Hoffman, P.A.
999 Brickell Avenue, Suite 650
Miami FL 33131
305-372-2877

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Article V. Management

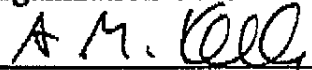
This will be a member-managed company. The name of each member is:

Keith Porter
Ronald Porter

Article VI. Company Existence

The Company's existence shall begin effective as of October 7, 1999.

The undersigned authorized representative of a member executed these Articles of Organization on October 7, 1999.



WILLIAM GLENN DILL, JR.
by A.M. Kelly as attorney-in-fact

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William Glenn Dill, Jr. | FL Bar Member 127345
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Sew What Aircraft Upholstery, LLC

REGISTERED AGENT/OFFICE:

William Glenn Dill, Jr., Esq.
999 Brickell Avenue, Suite 650
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WILLIAM GLENN DILL, JR., ESQ.
by A.M. Kelly as attorney-in-fact

Date: October 7, 1999

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