

HARRIS, MIDYETTE & DARBY, P.A.

ATTORNEYS AT LAW

2012 South Florida Avenue • Lakeland, Florida • 33803
P.O. Box 2451 • Lakeland, Florida • 33806-2451
Phone (941) 683-7567 • Fax (941) 688-8099

Christy F. Harris
William M. Midyette, III
John H. Darby, Jr.
Kiane E. Hill
Lisa S. Dobson

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October 14, 1999

Department of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/14/99-01046-009
****337.50 ****155.00

Re: GULFSTREAM LOGISTICS, L.L.C.

Ladies and Gentlemen:

We are enclosing the original and one executed copy of proposed Articles of Organization for GULFSTREAM LOGISTICS, L.L.C. together with an Affidavit of Membership and Contributions and a Certificate Designating Registered Agent. Please approve with an effective date of October 8, 1999, file the originals and return a certified copy to our office.

We are also enclosing our firm's check payable to you, in the amount of \$337.50, representing charges for the filing fees (\$250.00), certified copy (\$52.50), and filing of the Registered Agent Designation (\$35.00).

Please call our office if anything further is required. Thank you for your services.

Sincerely,

HARRIS, MIDYETTE & DARBY, P.A.

By:

William M. Midyette, III

William M. Midyette, III, Esq.

/ds

Enclosures (as stated)

cc: Mr. Paco Torres
Mr. Gene Thompson

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GULFSTREAM LOGISTICS, L.L.C**

ARTICLE I

Name

The name of the Limited Liability Company ("Company") is GULFSTREAM LOGISTICS, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 1018 W. Highway 90, Haines City, FL 33844.

ARTICLE III

Permitted Business and Activities

This Company may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Company shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the company assets of any other company, partnership, limited partnership, or corporation and engage in the same character of business.

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(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) Make gifts for educational, scientific or charitable purposes.

(g) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(h) Purchase and maintain insurance on behalf of any person who is or was a manager, member, employee or agent of the Company, or is or was serving at the request of the Company as a manager, employee or agent of another company, corporation, partnership, joint venture, Trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of Subsection (g) hereof.

(i) Enter into General Partnerships, Limited Partnerships (whether the Company be a Limited or General Partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Organization, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone. The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Company.

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ARTICLE IV

Terms of Existence

The existence of this limited liability company is to begin on filing of these Articles of Organization, and to continue perpetually thereafter.

ARTICLE V

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Francisco L. Torres. The address of Company's registered office in Florida is 1018 Marley Drive, Haines City, FL 33844. The Managers may from time to time move the registered agent to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI

Management

The Company is to be managed by the members. The number of managers may be increased or diminished from time to time, as provided in the regulations. Each managing member is identified as follows:

<u>Name</u>	<u>Address</u>
Walter A. Wortelman	1018 Marley Drive Haines City, FL 33844

ARTICLE VII

Managers' Powers

The Managers shall have the power to fix or change salaries of the Managers as Managers, to permit contracts or other transactions between the Company and one (1) or more of its Managers or Members individually or businesses in which one (1) or more of its Managers or Members are interested, and to exercise such other powers of the Company as are not inconsistent with these Articles or with any Regulations that may be adopted by the Members.

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Without limiting the generality of the foregoing, no Contract or other transaction between this Company and one (1) or more of its Mangers or Members, or between this Company and any firm of which one (1) or more of its Managers or Members are members or employees, or in which they are interested, or between this Company and any company, corporation, association, or other enterprise of which one (1) or more of its members are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such member or members at the meeting of the Managers of this Company, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Managers and the Managers shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Managers. This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII

Admission of New Members

Members of the company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members as at the time the new members are admitted.

ARTICLE IX

Continuation of the Company

The remaining members of the Company have the right 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 Company. The business may be continued only on the unanimous written consent of the remaining members.

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ARTICLE X

Amendments

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted and subject to this reservation. Every amendment shall be approved by the Managers, proposed by them to the members, and approved at a members' meeting by a majority of the capital accounts entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 6th day of October at 1999.



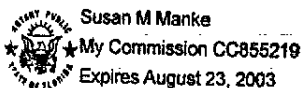
WALTER A. WORTELMAN, Member

STATE OF FLORIDA,

COUNTY OF Sarasota.

The foregoing instrument was acknowledged before me this 8th day of October, 1999, by WALTER A. WORTELMAN, who [] is personally known to me or who ☒ has produced Drivers License as identification.

NOTARIAL STAMP



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NOTARY PUBLIC

Print Name: SUSAN M. MANKE

My Commission Expires: 8-23-03

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is GULFSTREAM
LOGISTICS, L.L.C.

(2) The name and address of the registered agent and office is:

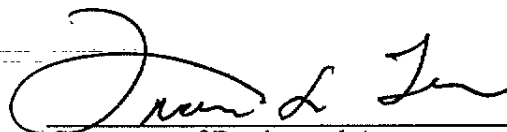
FRANCISCO L. TORRES
Registered Agent

1018 Marley Drive
Street Address (Not PO Box)

Haines City, FL 33844
City, State, ZIP Code

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

10-7-99
Dated


Signature of Registered Agent

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