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LIMITED LIABILITY COMPANY

REDHORN AVIATION, L.L.C.

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ARTICLES OF ORGANIZATION
OF
REDHORN AVIATION, L.L.C.

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

Article I-Name

The name of the limited liability company shall be REDHORN AVIATION, L.L.C. ("Company").

Article II-Address

The principal place of business of the Company in Florida shall be 150 S.E. 2nd Avenue, Suite 500, Miami, Florida 33131, and the mailing address shall be the same.

Article III-Effective Date

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article IV-Duration

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Article V - Purposes and Powers

The general purpose for which the Company is organized is to engage in business investments and consulting and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

This instrument was prepared by:
Max R. Silver
Florida Bar #073967
Silver & Silver
150 S.E. 2nd Ave., Ste. 500
Miami, FL 33131

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Article VI - Registered Office and Registered Agent

The initial address of registered office of this Company is c/o Silver & Silver, 150 S.E. 2nd Avenue, Suite 500, Miami, Florida 33131. The name and address of the registered agent of this Company is Silver & Silver, 150 S.E. 2nd Avenue, Suite 500, Miami, Florida 33131.

Article VII - Management

The Managers of the Company shall be:

Operating Manager:	Robert Smith
Secretary:	Brent E. Holman
Treasurer:	Robert Smith

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whose address shall be the same as the mailing address of the Company.

Article VIII - Admission of New Members

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in th regulations of the Company, but the transferee shal have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) 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 IX- Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

Article X - Members

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions 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 member(s) of the Company are:


Robert Smith
7311 SW 62nd Avenue, Suite 101
South Miami, Florida 33143

Brent E. Holman
4839 SW 148 Avenue, Suite 458
Davie, FL 33330

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IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this November 1, 2001.



Max R. Silver, Authorized Representative of
the members

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Silver & Silver, Attorneys-at-Law, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of the Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Silver & Silver

By: Max R. Silver
Max R. Silver

Corporations/Articles of Incorporation/Sections

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