


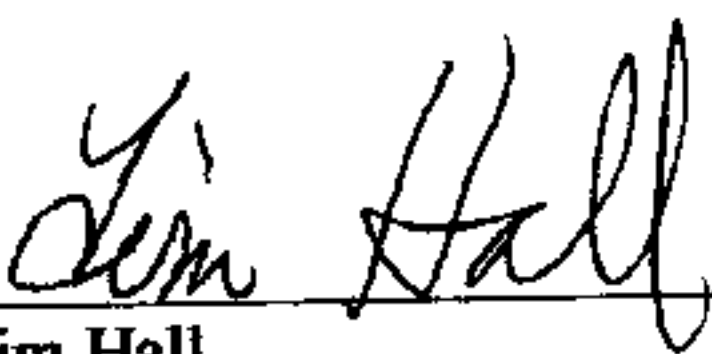
ARTICLES OF ORGANIZATION OF PLANEDEALER.COM, LLC.

We, the undersigned, for purposes of forming and establishing a limited liability company under the laws of the State of Alabama and pursuant to the provisions of the Alabama Limited Liability Company Act (Code of Ala. 1975.10-12-1 through 10-12-61) and all amendments thereto, certify as follows:

1. The name of the limited liability company is PlaneDealer.com, LLC.
2. The existence of the limited liability company shall begin on the date of the filing of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama and shall be perpetual, unless the limited liability company shall be earlier dissolved (a) as provided in the Operating Agreement; or (b) as may be required by the Alabama Limited Liability Company Act.
3. The purpose or purposes for which the limited liability company is organized are the transactions of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama, including without limitation, the purchase and and sal of aircraft and aircraft appraisals.
4. The location and mailing address of the initial registered office of the limited liability company shall be 124 Milgray Lane, Calera, Alabama 35040, and the names of the initial registered agents at such address shall be J.D. Johnson and Tim Hall.
5. The names and mailing addresses of the initial members of the limited liability company are J.D. Johnson, 124 Milgray Lane, Calera, Alabama 35040 and Tim Hall, 107 Tom's Cabin Road, Bessemer, Alabama 35023.
6. The members of the limited liability company shall have the right to admit additional members to the limited liability company with the approval of the members holding a majority interest of the percentage interest of the members.

The undersigned, in accordance with the Alabama Limited Liability Company Act, has executed these Articles of Organization on this 18th day of October, 1999.


J.D. Johnson


Tim Hall

Inst # 1999-43109

10/18/1999-43109
11:59 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MMS 80.00