

This instrument prepared by:
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Gardendale, Alabama 35071

STATE OF ALABAMA
JEFFERSON COUNTY

ARTICLES OF ORGANIZATION
OF
ALABAMA AIRE, L.L.C.

Pursuant to the Provisions of Act No. 93-724 of the 1993 Alabama Legislature or the Alabama Limited Liability Company Act ("Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I
Name

The name of the limited liability company ("Company") is Alabama Aire, L.L.C.

ARTICLE II
Duration

The Company shall be dissolved, and its affairs wound up, upon the occurrence of the first of the following events:

- (i) the unanimous written consent of the Members to dissolve the Company;
- (ii) an event of dissociation of a member pursuant to Section 10-12-36 of the Act, unless there are at least two Remaining Members (or at least one Remaining Member and a new Member is admitted) and the legal existence and business of the Company is continued by unanimous consent of the Remaining Members within ninety (90) days thereafter;
- (iii) when the Company is not the successor in a merger or consolidation of the Company with one or more entities; or
- (iv) upon the entry of a decree of judicial dissolution pursuant to Section 10-12-38 of the Act.

ARTICLE III

The purposes for which the Company is formed are as follows:

- (a) To engage in the operation and management of an aircraft rental business.
- (b) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

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ARTICLE IV
Registered Agent and Office

The address of the Company's initial registered office in Alabama is 127 Canyon Place, Pelham, Alabama 35124. The name of Company's initial registered agent at that address is Patrick Davis.

ARTICLE V
Initial Members

The name and address of the Company's sole member is:

Patrick Davis, 127 Canyon Place, Pelham, Alabama 35124

ARTICLE VI
Management

The Company is to be managed by its sole member.

ARTICLE VII
Admission of New Members

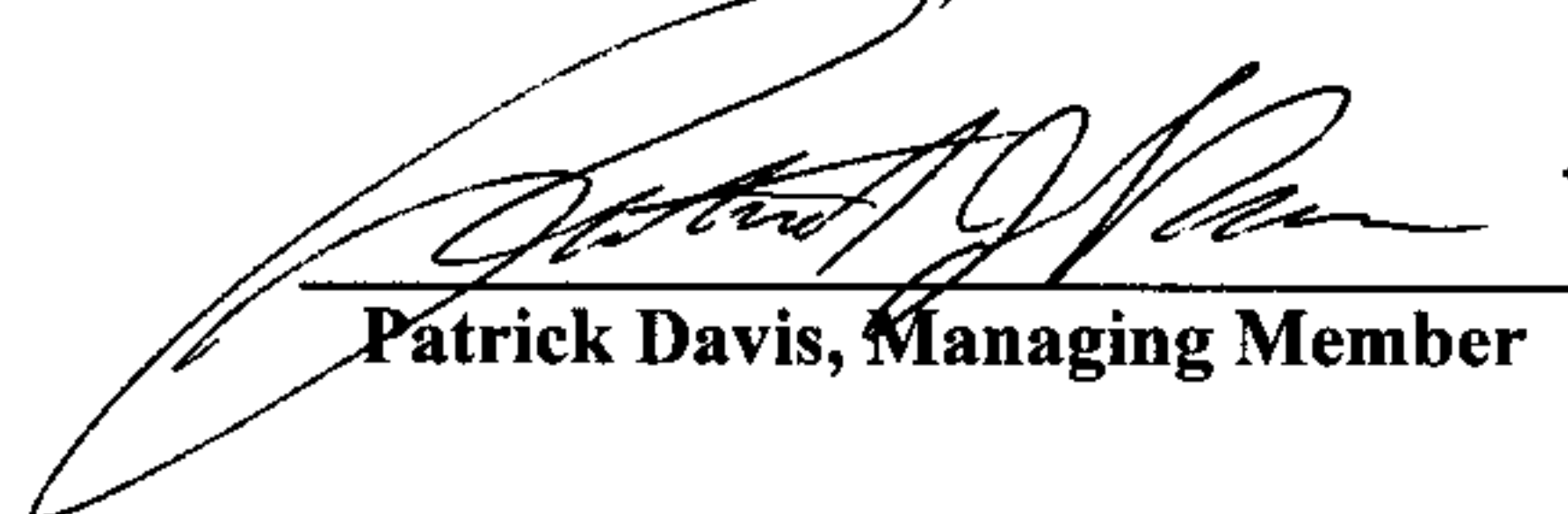
Members of the Company have the right to admit new members on the unanimous written consent of the existing member. The existing member shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII

The remaining members of the Company shall have the right to continue the business after an event or dissociation terminates the continued membership of a member in the Company on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 28 day of December, 2001 at 127 Canyon Place, Pelham, Alabama 35124.

ALABAMA AIRE, L.L.C.



Patrick Davis, Managing Member

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