

This Instrument Prepared By:

Bruce D. Green, Attorney at Law
Green Schoenfeld & Kyle LLP
1520 Royal Palm Square Blvd., Suite 320
Fort Myers, Florida 33919

Articles of Organization

of

Jet N464AM, LLC

1. Name. The name of this limited liability company is Jet N464AM, LLC (the "Company"), and it shall be formed as an Alabama limited liability company under the Alabama Limited Liability Company Act.

2. Duration. The Company's existence shall be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Alabama.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Hal Hudson Guthrie, Jr. The street address of the office of the initial registered agent of the Company is 2057 Valleydale Road, Suite 204, Birmingham, Alabama 35244.

5. Initial Members. The names and mailing addresses of the initial members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Jet Solutions II, LLC	2057 Valleydale Road, Suite 204 Birmingham, Alabama 35244
Kritter Aviation L.L.C.	5313 Tivoli Drive Destin, Florida 32550

6. Management of the Company. The Company shall be managed by a manager or managers. The name and mailing address of the initial manager of the Company, who shall serve until his successor is elected and qualifies, are as follows:

<u>Name</u>	<u>Address</u>
Jet Solutions II, LLC	2057 Valleydale Road, Suite 204 Birmingham, Alabama 35244

7. Additional Members. Except as otherwise provided in an Operating Agreement adopted for the Company, additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

The undersigned hereby executes as an initial Member these Articles of Organization on the date signed below as the initial members of the Company in accordance with the Alabama Limited Liability Company Act.

Jct Solutions II, LLC

Hal Hudson Guthrie, Jr.
Hal Hudson Guthrie, Jr., Member

Date signed: 9/19/03

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned Notary Public in and for said County and State do hereby certify that Hal Hudson Guthrie, Jr. whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day, that, being informed of the contents of same, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 19 day of SEPTEMBER, 2003.

Leigh A. Brown
Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 6, 2007
BONDED THRU NOTARY PUBLIC UNDERWRITERS