

DATE STAMPED
COPY

ARTICLES OF ORGANIZATION
OF
HYPERION AIR, LLC

I, the undersigned natural person of the age of eighteen years or more, acting as Organizer of a limited liability company under the Uniform Limited Liability Company Act, Chapter 15, Title 13, Virgin Islands Code ("Uniform Limited Liability Company Act"), do hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE ONE
NAME, ADDRESS, AND RESIDENT AGENT

Name

1. The name of the limited liability company organized hereby is HYPERION AIR, LLC (the "Company").

Address

2. The physical and mailing addresses of the initial designated office of the Company are 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

Resident Agent

3. The name and physical address of the Company's initial resident agent for service of process are Business Basics VI, LLC, 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE TWO
PURPOSE

The purpose for which the Company is organized is to engage in any and all lawful purposes for which a limited liability company may be organized under the Uniform Limited Liability Company Act and other laws of the U.S. Virgin Islands.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Company, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

ARTICLE THREE
DURATION AND CONTINUITY

The period of duration of the Company shall be perpetual. No member or disassociated member shall have the power to dissolve the Company by his or her

independent act pursuant to the provisions of Section 1801, Subsections (4) and (5) of the Uniform Limited Liability Company Act.

ARTICLE FOUR
ORGANIZER

The name and physical address of the Organizer of the Company is Erika A. Kellerhals, 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE FIVE
MANAGEMENT

The Company shall be manager managed. The initial manager of the company shall be Lawrence Visoski. The physical and mailing address of the manager is 9100 Port of Sale Mall, Suite 15, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE SIX
CAPITAL

The Company shall begin business with capital in the amount of One Thousand United States Dollars (US \$1,000.00).

ARTICLE SEVEN
LIMITATION OF LIABILITY

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or an omission in such manager's capacity as a member, except for liability of a manager for (i) a breach of a manager's duty of loyalty to the Company or its members, (ii) an act or omission, not in good faith, that constitutes a breach of duty of a manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (iv) an act or omission for which the liability of a manager is expressly provided for by an applicable statute. If the Uniform Limited Liability Company Act or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of any manager of the Company shall be eliminated or limited to the fullest extent permitted by the Uniform Limited Liability Company Act or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of any manager existing at the time of such repeal or modification.

**ARTICLE EIGHT
MEMBER LIABILITY**

No member of the Company shall be liable for the debts and obligations of the Company under Section 1303, Subsection (c) of the Uniform Limited Liability Company Act.

**ARTICLE NINE
SEVERABILITY**

If any phrase, clause, sentence, paragraph, or provision of these Articles of Organization is held to be void or illegal, then it shall not impair or affect the balance of these Articles of Organization, and the undersigned Organizer of the Company does hereby declare that she would have signed and executed the balance of these Articles of Organization without such void or illegal provisions.

RECEIVED
FEB 19 1975
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

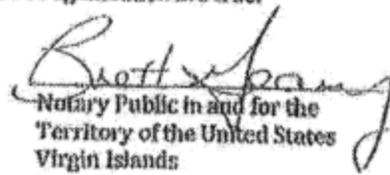
{signature page follows}

IN WITNESS WHEREOF, the undersigned person has hereunto set her hand as Organizer of the Company this 19 day of October, 2012.


Erika A. Kellerhals

IN THE TERRITORY OF THE UNITED STATES VIRGIN ISLANDS }
DISTRICT OF ST. THOMAS/ST. JOHN }

BEFORE ME, the undersigned authority, on this 19th day of October 2012, personally appeared Erika A. Kellerhals, who being by me first duly sworn, declared that she is the person who signed the foregoing Articles of Organization as the Organizer of HYPERION AIR, LLC, a U.S. Virgin Islands limited liability company, and that the statements contained in the foregoing Articles of Organization are true.


Notary Public in and for the
Territory of the United States
Virgin Islands
My commission expires:

Brett A. Geary
Notary Public
St. Thomas / St. John, USVI
My Commission Expires: December 21, 2015

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AM. GOV. OFFICE
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