

L00000011540



121 Alhambra Plaza
Penthouse 1
Coral Gables, Florida 33134

(City/State/Zip)

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(Business Entity Name)

(Document Number)

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BK

Bounty Air Leasing LLC

121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, Florida 33134

October 21, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Document No. L00000011540

Dear Madam or Sir:

Enclosed please find a "Limited Liability Company Statement of Change of Registered Agent and Office" and a fee in the amount of Twenty-Five Dollars and no cents (\$25.00) we are submitting for filing.

In addition, we would like to request your assistance in updating our mailing address. The address should read:

Principal Address of LLC: 121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, FL 33134

Mailing Address of LLC: 121 Alhambra Plaza
Penthouse I, Suite 1600
Coral Gables, FL 33134

If you have any further questions regarding this matter please contact Robert Hunter at 305-476-2619.

Very truly yours,



M. Noël Connors, Manager

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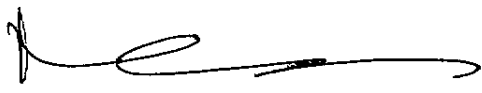
**STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement to change its registered office and registered agent in the state of Florida.

1. The name of the limited liability company is: Bounty Air Leasing LLC
2. The mailing address of the limited liability company is: 121 Alhambra Plaza, PH 1, Suite 1600
Coral Gables, FL 33134
3. The date of filing/registration in Florida is: 09/25000
4. Document number: L00000011540
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State are:
Morris, W. Allen
1000 Brickell Avenue, Suite 1200
Miami, FL 33131
6. The name and address of the new registered agent and office: Morris, W. Allen
121 Alhambra Plaza, PH 1, Suite 1600
Coral Gables, FL 33134

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If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the changes were authorized by an affirmative vote of the members of the limited liability company or as provided in the articles of organization or the operating agreement of the limited liability company.



M. Noël Connors, Manager

October 21, 2002

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



W. Allen Morris, Registered Agent

October 22, 2002