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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

TA393 LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective April 1, 2003 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: TA393 LLC

Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on March 26, 2003.

Article III. Address

The Company's street and mailing address is:

TA393 LLC
9485 Sunset Drive
STE A-295
Miami FL 33173

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Anibal Duarte
8550 NW 33rd Street
Suite 200
Miami FL 33122

Anibal J. Duarte-Viera | FL Bar Member 910392
Law Offices of Anibal J. Duarte-Viera, P.A.
8550 NW 33rd Street
Suite 200
Miami FL 33122
305-774-1300

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:
GUERRA AIRLINES, LLC
3900 NW 79th Avenue, 567 Miami FL 33166

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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

TA393 LLC

By: [Signature]
by K. Sarria as attorney-in-fact

Name: Carlos Garcia

Title: Manager

Date: April 1, 2003

Anibal J. Duarte-Viera | FL Bar Member 910392
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8550 NW 33rd Street
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305-774-1300

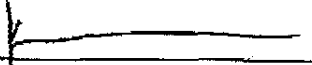
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
TA393 LLC

REGISTERED AGENT/OFFICE:

Anibal Duarte
8550 NW 33rd Street
Suite 200
Miami FL 33122

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ANIBAL DUARTE
by K. Sarria as attorney-in-fact

Date: April 1, 2003

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