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LIMITED LIABILITY AMENDMENT

FLIGHT RESOURCE GROUP, LLC

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**FIRST AMENDMENT  
TO  
THE ARTICLES OF ORGANIZATION  
OF  
FLIGHT RESOURCE GROUP, LLC**

This Amendment to the Articles of Organization of Flight Resource Group, LLC, a Florida limited liability company (the "Company") was adopted by the members of the Company as of this 31<sup>st</sup> day of January, 2002, and amends the Articles of Organization of the Company as follows:

Article II is hereby deleted and replaced with the following new Article II:

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 175 Lehigh Avenue, Flagler Beach, Florida 32136.

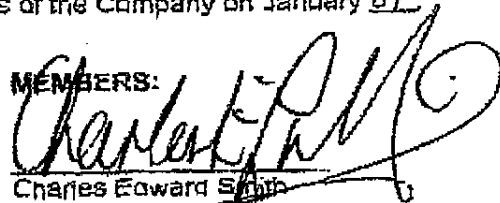
Article VI is hereby deleted and replaced with the following new Article VI:

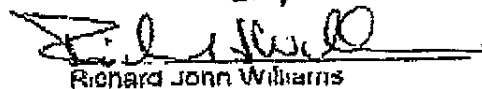
**ARTICLE VI -MANAGEMENT**

The Company shall be a manager-managed company.

IN WITNESS WHEREOF, this First Amendment to the Articles of Organization of the Company was duly adopted by all of the members of the Company on January 31, 2002.

MEMBERS:

  
Charles Edward Smith

  
Richard John Williams

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