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04 JUL 30 PM 2:56  
TALLAHASSEE, FLORIDA



July 7, 2004

TO: Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

SUBJECT: SkyPLUS Aviation, LLC  
(Florida Document #L02000008993)

The enclosed Amended and Restated Articles of Organization and fees for such amendment (in the amount of \$25.00) are submitted for filing. The Registered Agent is remaining the same as already filed in the 2004 Annual Report.

Please return all correspondence concerning this matter to the following:

Mr. Padraic E. Mulvihill  
Registered Agent – SkyPLUS Aviation, LLC  
103 Century 21 Drive, Suite 201  
Jacksonville, FL 32216

For any further information concerning this matter, please call me at 904.725.9700.

Sincerely,

Padraic E. Mulvihill  
Registered Agent

Enclosure – Check for \$25.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
SKYPLUS AVIATION, LLC**

The undersigned Member of SkyPLUS Aviation, LLC, formerly known as SkyPLUS, L.L.C., and ProMRO, LLC, a limited liability company formed under the Florida Limited Liability Company Act (the "Act"), Chapter 608, Florida Statutes on April 12, 2002, hereby certifies that the following Amended and Restated Articles of Organization were approved, duly executed and are being filed in accordance with the provisions of Section 608.411 of the Florida Statutes (2003) as follows:

**ARTICLE I**

The name of the limited liability company shall be SkyPLUS Aviation, LLC (the "Company").

**ARTICLE II**

The period of its duration shall be perpetual.

**ARTICLE III**

The address of the principal place of business in the State of Florida and the mailing address of the Company is: 103 Century 21 Drive, Suite 201, Jacksonville, FL 32216.

**ARTICLE IV**

The name and address of the registered agent in the State of Florida is:

<u>Name</u>	<u>Address</u>
Padraic E. Mulvihill	103 Century 21 Drive, Suite 201 Jacksonville, FL 32216

**ARTICLE V**

Upon the death, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the Company shall not be dissolved and the Members have agreed to cause the Company to continue in lieu of any dissolution as may be provided by the Act.

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ARTICLE VI

The Company shall be managed by a Board of Managers (the "Board") as provided in the Company's Operating Agreement (the "Operating Agreement").

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Florida Statutes Section 608.411.

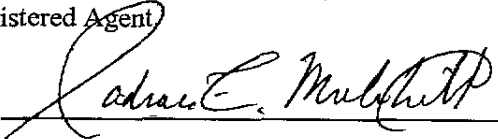
Dated: July 7, 2004

AMASCO, LLC  
Member

By:   
Padraic E. Mulvihill, Secretary

***ACCEPTANCE OF REGISTERED AGENT***

The undersigned, being the person named in the Amended and Restated Article of Organization of SkyPLUS Aviation, LLC, as the registered agent of the company, hereby consents to accept service of process for the Company at the place designated in the Amended and Restated Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.

  
Padraic E. Mulvihill  
Registered Agent- SkyPLUS Aviation, LLC

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CLERK OF COURT  
TALLAHASSEE, FLORIDA