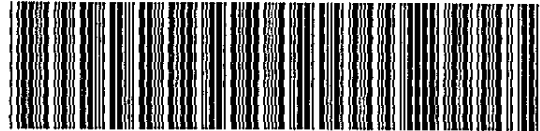


L02000020750



Gerry Braun
President

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www.skyterra.net



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2004 OCT - 8 PM 2: 21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN OCT 11 2004

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SkyTerra, LLC.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 10/10/04

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

- Gerard P. Braun 80 Units
 - Gustav P. Braun 10 Units
 - Therese D. Braun 10 Units
- Please see attached!

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2004 OCT -8 PM 2:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dated October 6, 19 2004.

Gerard P. Braun
Signature of a member or authorized representative of a member

Gerard P. Braun
Typed or printed name of signee

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SUNSHINE CORPORATIONS
LAHASSEE, FLORIDA

Limited Liability Company

STATE OF FLORIDA

SKYTERRA, LLC

This Certifies That

GERARD P. BEAUV

is the owner of

Eighty

units in

SKYTERRA, LLC

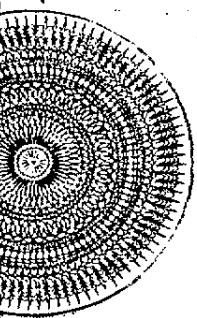
a Limited Liability Company,

No conveyance, assignment, sale, lease, mortgage or encumbrance of this ownership shall be made except with strict compliance, and pursuant to all the provisions of the Articles of Organization, the Operating Agreement, the Regulations of this Company and all provisions of State Law.

No transferee hereof shall be a member of this Limited Liability Company until all such provisions have been strictly adhered and complied with; any such transferee shall have limited rights pursuant to law and shall not be entitled to vote or receive other important benefits.

Witness, the signature of a duly authorized agent of the Limited Liability Company.

Date: 11/2/04



GERARD P. BEAUV

Duly Authorized Agent

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2004-OCT-8 PM 2:21
CORPORATIONS
WASSEE, FLORIDA

Limited Liability Company

STATE OF FLORIDA

SKYTERRA, LLC

This Certifies That Therese D. Braud

is the owner of _____

TEN

units in _____

SKYTERRA, LLC

a Limited Liability Company,

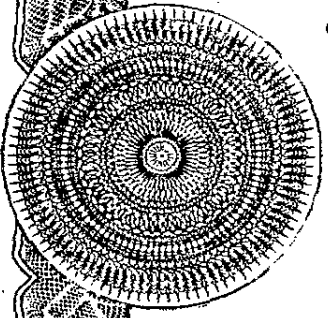
No conveyance, assignment, sale, lease, mortgage or encumbrance of this ownership shall be made except with strict compliance, and pursuant to all the provisions of the Articles of Organization, the Operating Agreement, the Regulations of this Company and all provisions of State Law.

No transferee hereof shall be a member of this Limited Liability Company until all such provisions have been strictly adhered and complied with; any such transferee shall have limited rights pursuant to law and shall not be entitled to vote or receive other important benefits.

Witness, the signature of a duly authorized agent of the Limited Liability Company.

Date: _____

11/2/04



DR. Braud

Duly Authorized Agent

FILED
OCT-8 PM 2:21
CORPORATION'S
OFFICE, FLORIDA

STATE OF FLORIDA
Limited Liability Company

This Certifies That Gustav P. Braun SKYTERRA, LLC

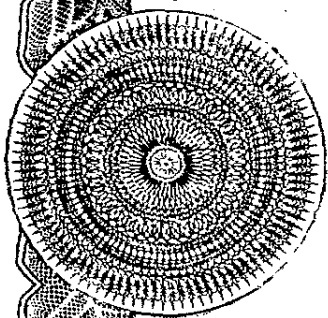
is the owner of TEN units in

SKYTERRA, LLC
a Limited Liability Company.

No conveyance, assignment, sale, lease, mortgage or encumbrance of this ownership shall be made except with strict compliance, and pursuant to all the provisions of the Articles of Organization, the Operating Agreement, the Regulations of this Company and all provisions of State Law.
No transferee hereof shall be a member of this Limited Liability Company until all such provisions have been strictly adhered and complied with; any such transferee shall have limited rights pursuant to law and shall not be entitled to vote or receive other important benefits.

Witness, the signature of a duly authorized agent of the Limited Liability Company.

Date: 11/2/04



G.P. Braun
Duly Authorized Agent