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 526 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

**HOLD**  
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May 30, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Grupo Skies Colombia, LLC

**\*\*Please do NOT have the former name reflected on the cgs when issued!!**

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 COUNTY OF PALM BEACH  
 TALLAHASSEE, FLORIDA  
 MAY 30 2003

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF ORGANIZATION OF  
GRUPO SKIES COLOMBIA, LLC**

The undersigned does hereby execute, acknowledge and file the following Articles of Amendment to the Articles of Organization of GRUPO SKIES COLOMBIA, LLC.

1. The name of the Company is currently GRUPO SKIES COLOMBIA, L.L.C.
2. The date of the filing of the Articles of Organization was May 22, 2003.
3. The Articles of Organization are amended as follows:
  - a. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the

following:

**ARTICLE I  
NAME**

The name of the limited liability company shall be Grupo Skies Latin America, LLC (the "Company").

- b. In all other respects, the Articles of Organization shall remain unchanged.

4. This Amendment was adopted by a written statement signed by the Member of Grupo Skies Colombia, LLC on May 23, 2003, pursuant to Section 608.411 of the Florida Statutes.

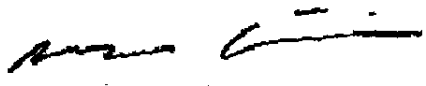
5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Organization with the Secretary of State of the State of Florida.

FILED  
MAY 23 2003  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF ORGANIZATION OF  
GRUPO SKIES COLOMBIA, LLC

IN WITNESS WHEREOF, the undersigned, being the Authorized Representative of the above named limited liability company, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes this Amendment to the Articles of Organization this 28 day of May, 2003.

GRUPO SKIES COLOMBIA, LLC to be  
known hereafter as GRUPO SKIES LATIN  
AMERICA, LLC

By:   
Abraham Gilinski  
Authorized Representative

COMMISSIONER  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED