

L09000030457

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T. HAMPTON

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EXAMINER

Law Offices of
R. PATRICK PHILLIPS

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R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. Thornton Avenue
Orlando, Florida 32801

December 2, 2009

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: AIR SOLUTIONS, LLC

Dear Sir/Madam:

Please find enclosed the following documents:

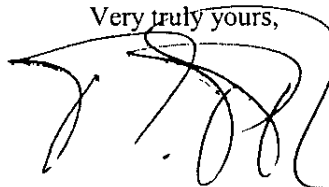
1. Amendment to the Articles of Organization for AIR SOLUTIONS, LLC.
2. Our firm's check in the amount of \$85.00:

| | | |
|-----|--|---------|
| (1) | Filing fee, Certificate of Status and Certified Copy: | \$60.00 |
| (2) | Registered Agent Change: | \$25.00 |

For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Amendment to the Articles of Organization.

Thanking you in advance for your assistance in this matter.

Very truly yours,



R. Patrick Phillips

RPP/bwb
Enc.

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
AIR SOLUTIONS, LLC

The Articles of Organization for this Limited Liability Company were filed on August 12, 2003 and assigned Florida Document Number L03000030457.

ARTICLE I – Name: The name of the Limited Liability Company is: AIR SOLUTIONS, LLC.

ARTICLE II – Street Address and Mailing Address: The street address and mailing address of the principle office of the Limited Liability Company is: 615 Humphries Avenue, Hangar 29, Orlando Executive Airport, Orlando, Florida 32803. The address may be changed from time to time as provided in the Operating Agreement.

ARTICLE III – Purposes: The purpose for which this Limited Liability Company is organized is to transact any or all lawful business pursuant to the provisions of Florida Statutes, Chapter 608. The Company shall have all of the powers invested in the Limited Liability Company organized and existing by virtue of such laws. The primary purpose of the Company, without imposing any limitations, is to provide airline, air taxi and air charter services.

ARTICLE IV – Registered Agent: The name and Florida Street address of the registered agent is:

Larry J. Delsanter
615 Humphries Avenue
Hangar 29, Orlando Executive Airport
Orlando, Florida 32803

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ARTICLE V – Managing Member: The Managing Member is:

Larry J. Delsanter
615 Humphries Avenue
Hangar 29, Orlando Executive Airport
Orlando, Florida 32803

ARTICLE VI – Capital Contributions: The member or members of the company shall contribute to the capital of the company either cash or properties as they may from time to time in their discretion determine or as otherwise set forth in the Operating Agreement.

ARTICLE VII - Additional Capital Contributions: Each member may make additional capital contributions to the company only on the unanimous consent of all the members if more than one member.

ARTICLE VIII - Admission of New Members: The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then existing members, or as otherwise provided in the Operating Agreement.


ARTICLE IX – Management: The Company shall be managed by the members, or any Managing Member, as may be from time to time designated, changed or modified, in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the Company.

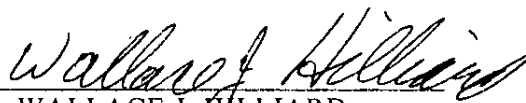
ARTICLE X – Adoption of Amendments: These amendments were adopted on the 2nd day of December, 2009, by the membership.

IN WITNESS WHEREOF, the undersigned Vice-President of member BADGER AIR, INC., and member LARRY J. DELSANTER, being all of the members of the Company, have executed these Articles of Amendment to the Articles of Organization this 2nd day of December, 2009.

AIR SOLUTIONS, LLC

BADGER AIR, INC.


By: LARRY J. DELSANTER
Managing Member


By: WALLACE J. HILLIARD
Vice-President

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