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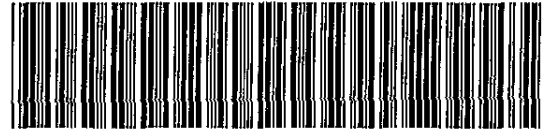
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TALLAHASSEE FLORIDA

Porras and Company, PA
Certified Public Accountants
1101 Brickell Avenue, Suite N 800
Miami, FL 33131
Tel: 305-577-8589
Fax:305-577-8205

MEMO

October 8, 2003

Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Enclosed you will find the Articles of Amendment to the Articles of Organization of Loungair International, LLC; with a check (#3261) for the amount of \$25.

Cordially,

Porras & Company, PA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
LOUNGAIR INTERNATIONAL, LLC**

(Present Name)

FIRST: The date of filing of the articles of organization was 09/04/2003

SECOND: The following amendment(s) of the articles of organization was/were adopted by the partnership:

ARTICLE I: NAME

The principal place of business shall be in the City of Tarpon Springs, County of Pinellas County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE III: PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate

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in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V: POWERS AND MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. The names of the members and their respective percentage capital ownership are as follows:

Victor Kasatshko: 99%
Anatole Kasathsko: 1%

ARTICLE VI MAJORITY OF THE MEMBERS -DEFINED

Each member of the Company in Article V above shall be entitled to vote upon each matter submitted to a vote at the meeting of Members. The majority of the members representing ownership of more than fifty (51%) of the total contributed capital is required in order for approval of each matter submitted to vote. This article may be amended from time to time in the regulations of the limited liability Company by a majority vote of the members of the limited liability Company.

ARTICLE VII DURATION

This limited liability company shall exist until the date 75 years from the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by consent of the majority of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability Company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a written consent of the majority of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a consent of the majority of such remaining members.

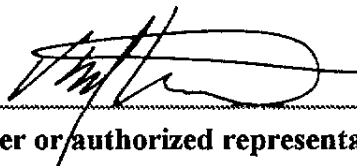
**ARTICLE IX
CAPITAL CONTRIBUTIONS**

Initial capital contributions shall be paid to the limited liability company by the two members in proportion to their memberships interests. Additional contributions will be made as required for investment purposes, as determined by a consent of the majority of the members. Members will make contributions in proportion to their membership interests.

**ARTICLE X
PROFITS AND LOSSES**

- (a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members, paid to the members on such date or dates as the members, shall specify.
- (b) **Losses:** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability Company and the profits of the business.

Dated: September 10, 2003



Signature of a member or authorized representative of a member

Victor Kasatshko

Typed or printed name