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(Business Entity Name)

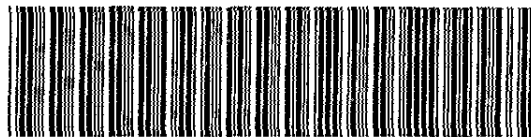
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TALLAHASSEE, FLORIDA

J. BRYAN FEB 20 2004

Law Offices of
R. PATRICK PHILLIPS

Post Office Box 1153
Orlando, Florida 32802-1153
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R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. Thornton Avenue
Orlando, Florida 32801

February 9, 2004

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

Re: Air New England, LLC

Dear Sir/Madam:

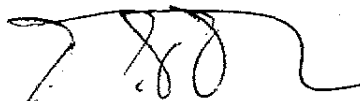
Please find enclosed the following documents:

1. Articles of Amendment to Articles of Organization
of Air New England, LLC
2. Our firm's check in the amount of \$55.00:
 - (1) Filing fee \$25.00
 - (2) Certified copy \$30.00

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

Thanking you in advance for your assistance in this matter.

Very truly yours,



R. Patrick Phillips

RPP/bwm
enc.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
AIR NEW ENGLAND, LLC

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TALLAHASSEE, FLORIDA


- FIRST:** The date of filing of the Articles of Organization was October 6, 2003.
- SECOND:** The following amendment to the Articles of Organization was adopted by the Limited Liability Company:

ARTICLE I – NAME:

The name of the limited liability company shall be:

THOMAS BAHAMAS AIRWAYS, LLC

Dated: January 30, 2004.


THOMAS E. JOHNSON, Member Manager