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From:

Account Name : HODGSON RUSS LLP

Account Number : 002720000242

Phone : (861) 394-0500

Fax Number : (861) 394-3862

LIMITED LIABILITY AMENDMENT

RICHMARK AIRCRAFT LEASING, LLC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
RICHMARK AIRCRAFT LEASING, LLC

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned, Mitchell B. Kirschner, being the Authorized Representative of RICHMARK AIRCRAFT LEASING, LLC, a Florida limited liability company (the "Company"), does hereby certify:

1. The name of the Company is RICHMARK AIRCRAFT LEASING, LLC.
2. The Articles of Organization of the Company were filed with the Department of State of the State of Florida on April 30, 2004.
3. The Articles of Organization of the Company are hereby amended to change the street and mailing address of the Company. To effect such amendment, Article II of the Articles of Organization is hereby amended to read in its entirety as follows:

"Article II

The street address of the principal office of the Limited Liability Company is:
1515 North Federal Highway
Suite 306
Boca Raton, Florida 33432

The mailing address of the Limited Liability Company is:
1515 North Federal Highway
Suite 306
Boca Raton, Florida 33432"

4. The Articles of Organization of the Company are hereby amended to change the name of the registered agent and address of registered office of the Company. To

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effect such amendment, Article IV of the Articles of Organization is hereby amended to read in its entirety as follows:

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"Article IV

The name and Florida street address of the registered agent is:

HRAWG CORP.
1801 N. Military Trail
Suite 200
Boca Raton, Florida 33431"

5. The Articles of Organization of the Company are hereby amended to delete Mark McCauley as a manager of the Company. To effect such amendment, Article V of the Articles of Organization is hereby amended to read in its entirety as follows:

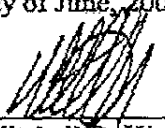
"Article V

The name and address of managing members/managers are:

Title: MGR
RICHARD L. SCHMIDT
3700 Airport Road, Suite 204
Boca Raton, Florida 33431

Title: MGR
MARK GENSHEIMER
3700 Airport Road, Suite 204
Boca Raton, Florida 33431"

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Organization this 16 day of June, 2004.



Mitchell B. Kirschner,
Authorized Representative

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FILED**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**JUN 16 A 9:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE BELOW NAMED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is RICHMARK AIRCRAFT LEASING, LLC.

2. The name and Florida street address of the registered agent and office are:

HRAWG CORP.
180 N. Military Trail, Suite 200
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent.

HRAWG CORP.

By: 

Mitchell B. Kirschner,
Vice President

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