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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE
MAR 21 2011
EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Wheels Up Aviation, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tyler Wheeler
Name of Person

Wheels Up Aviation, LLC
Firm/Company

13892 San Sebastian Way
Address

Poway, CA 92064-6702
City/State and Zip Code

tywe88@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gregg Hovey at (619) 546-4901
Name of Person Area Code & Daytime Telephone Number

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Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Wheels Up Aviation, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on June 28, 2004 and assigned Florida document number L04000048127.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Wheels Up Aviation, LLC

13892 San Sebastian Way

Poway, CA 92064-6702

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Wheels Up Aviation, LLC

661 Dream Island Rd

Longboat Key, FL 34228

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B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida street address

_____, Florida _____

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|---------------|---|--|
| MGRM | Tyler Wheeler | 13892 San Sebastian Way Poway, CA 92064-6702 | <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Add <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Add <input type="checkbox"/> Remove |
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D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

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TALLAHASSEE, FLORIDA

Dated March 15, 2011

Tyler Wheeler

Signature of a member or authorized representative of a member

Tyler Wheeler

Typed or printed name of signee