2012 LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT# L04000048127

POWAY, CA 920646702 US

Entity Name: WHEELS UP AVIATION, LLC

FILED Oct 03, 2012 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

13892 SAN SEBASTIAN WAY 661 DREAM ISLAND RD

LONGBOAT KEY, FL 34228 US

Current Mailing Address: New Mailing Address:

661 DREAM ISLAND RD PO BOX 8186

LONGBOAT KEY, FL 34228 US LONGBOAT KEY, FL 34228 US

FEI Number: 26-0090369 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

FLORIDA INCORPORATORS, INC. 8875 HIDDEN RIVER PKWY STE. 300 TAMPA, FL 33637 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: TYLER WHEELER

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS:

Title: MGRM

Name: WHEELER, CRAIG TRUSTEE
Address: 661 DREAM ISLAND ROAD
City-St-Zip: LONGBOAT KEY, FL 34228 US

Title: MGRM

Name: WHEELER, TYLER D
Address: 661 DREAM ISLAND RD
City-St-Zip: LONGBOAT KEY, FL 34228 US

I hereby certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statues.

SIGNATURE: TYLER WHEELER MGRM 10/03/2012