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April 21, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
TAL LLC
(a Florida limited liability company)**

FIRST: The Articles of Organization were filed on April 29, 2005 and assigned Document No. L05000042476.

SECOND: The following amendments to the Articles of Organization was adopted by the limited liability company:

Article I of the Articles of Organization of the limited liability company are hereby deleted in its entirety and replaced with new Article I as follows:

"ARTICLE I. NAME. The name of the Company is: TALLY LLC."

Article II of the Articles of Organization of the limited liability company are hereby deleted in its entirety and replaced with new Article II as follows:

"ARTICLE II. ADDRESS. The mailing address and street address of the principal office of the Limited Liability Company is: c/o Quiet Technology Aerospace, Inc., 12845 N.W. 45th Avenue, OpaLocka, Florida 33054."

THIRD: Except as hereby amended, the Articles of Organization of the limited liability company shall remain unchanged.

FOURTH: The foregoing Amendment to the Articles of Organization of the Company was proposed, adopted and approved by sole Member of the Company on April 20, 2006, pursuant to Section 608.4231 of the Florida Limited Liability Act.

In accordance with Section 608.411 of the Florida Limited Liability Act, this Amendment shall be effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned as the Member of the Company has executed these Articles of Amendment this 20 day of April, 2006.


Jerome Polansky, Member

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