

OCT-21-2005 12:00

SHUFFIELD LOWMAN

P.01

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : SHUFFIELD LOWMAN
Account Number : I20030000118
Phone : (407)581-9800
Fax Number : (407)581-9801

LIMITED LIABILITY AMENDMENT

LOONEY ONE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$25.00

FILED
05 OCT 21 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/24/05

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**ARTICLES OF CORRECTION
TO CORRECT NAME OF
FLORIDA LIMITED LIABILITY COMPANY**

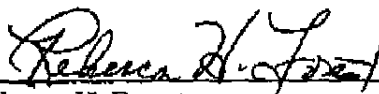
Pursuant to the provisions of Section 608.4115, Florida Statutes, this document is being submitted within the required 30 business days to correct the articles of organization to transact business in Florida.

1. The name of the limited liability company as presently stated in its Articles of Organization is LOONEY ONE, LLC.
2. The Articles of Organization were filed effective October 17, 2005, and assigned Document No. L05000103163.
3. The name under which the limited liability company was filed was incorrect. The correct name of the company is:

AIRTIME ONE, LLC

4. These Articles of Correction will be effective as of the date of filing with the Florida Department of State.

Dated this 20th day of October, 2005.


Rebecca H. Forest,
as Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 21 AM 11:34

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**ARTICLES OF ORGANIZATION
OF
LOONEY ONE, LLC
A Florida Limited Liability Company**

FILED
2005 OCT 19 AM 9:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is LOONEY ONE, LLC, referred to in these Articles of Organization as the "Company".

**ARTICLE II
MAILING AND STREET ADDRESS**

EFFECTIVE DATE
10/17/05

The mailing address and street address of the principal office of the Company are as follows:

2220 Stillington Street
Orlando, FL 32835

**ARTICLE III
COMMENCEMENT OF COMPANY'S EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Company's existence shall be deemed to have commenced on October 17, 2005, or if later, such date as if five (5) business days prior to the date on which these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT**

The address of the initial Registered Office and the Registered Agent at such address are as follows:

Rebecca H. Forest, Esq.
ShuffieldLowman
1000 Legion Place, Suite 1700
Orlando, FL 32801

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TALLAHASSEE, FLORIDA

**ARTICLE V
MANAGEMENT**

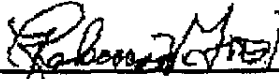
The Company is to be a manager-managed company. A manager may receive compensation for his services. The names and addresses of the initial managers are as follows:

Charles Michael Carter
2220 Stillington Street
Orlando, FL 32835

William L. Carter
2220 Stillington Street
Orlando, FL 32835

**ARTICLE VI
APPLICABLE LAW**

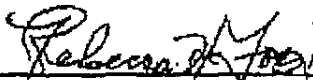
The Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.


Rebecca H. Forest, as
Authorized Representative

**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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, 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 relating 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 of the Florida Statutes.


Rebecca H. Forest