

Monday, May 22, 2000

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY AMENDMENT

HEMISPHERE AVIATION, LLC

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

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TALLAHASSEE, FLORIDA
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective May 17, 2000 by the members pursuant to section 608.408, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Hemisphere Aviation, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on October 28, 1998.

Article III. Address

The Company's street and mailing address is:

Hemisphere Aviation, LLC
c/o Law Offices of Hoffman & Hoffman, P.A.
999 Brickell Avenue, Suite 650
Miami FL 33131

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

William D. Hoffman
999 Brickell Avenue, Suite 650
Miami FL 33131

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William Glenn Dill, Jr. | FL Bar Member 127345
Law Offices of Hoffman & Hoffman, P.A.
999 Brickell Avenue, Suite 650
Miami FL 33131
305-372-2877

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a member-managed company. The name of each member is:

JAMES SPRINKLE

c/o Law Offices of Hoffman & Hoffman, P.A. 999 Brickell Avenue, Suite 650 Miami FL 33131

JOHN SAWYER

c/o Law Offices of Hoffman & Hoffman, P.A. 999 Brickell Avenue, Suite 650 Miami FL 33131

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Hemisphere Aviation, LLC

By: William Glenn Dill, Jr.

by W.G. Dill as attorney-in-fact

Name: James Sprinkle

Title: President and Member

Date: May 17, 2000

William Glenn Dill, Jr. | FL Bar Member 127345
Law Offices of Hoffman & Hoffman, P.A.
999 Brickell Avenue, Suite 650
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Hemisphere Aviation, LLC

REGISTERED AGENT/OFFICE:

**William D. Hoffman
999 Brickell Avenue, Suite 650
Miami FL 33131**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



WILLIAM D. HOFFMAN
by W.G. Dill as attorney-in-fact

Date: May 17, 2000

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