

L99000000465

ACA FREIGHT SERVICES L.L.C.

July 17, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: ACA Freight Services L.L.C.
Ref. Number: L99000000465

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Dear Sir or Madam:

Please find attached the Articles of Amendment to Articles of Organization. I also enclose copies of the following supporting documents:

- Personal Resignation James O. Farrell
- Personal Resignation Frank J. Visconti
- General Release James O. Farrell, President of Air Cargo Associates, Inc.
- General Release James O. Farrell
- General Release Frank J. Visconti

This filing of Amendment is to confirm that as of this date and until further notice, Astrid Artho is the sole member and registered agent of ACA Freight Services L.L.C.

I kindly ask you to send me a certified copy of this amendment.

To cover the filing fee of USD 25.00 and the charges for the certified copy of US 30.00, attach check No. 1020 in the amount of USD 55.00.

In case you have any questions please contact me at the numbers below.

Thank you.

Sincerely yours,

Astrid Artho

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ACA Freight Services L.L.C.
(A Florida Limited Liability Company)

- FIRST:** The date of filing of the articles of organization was January 27, 1999.
- SECOND:** The following amendments to the articles of organization were adopted by the limited liability company:

ARTICLE II – Address

The mailing address is 2901 S. Bayshore Dr. 4-H, Miami, Florida 33133-6018 and the street address of the principal office of the Company is 2901 S. Bayshore Dr. 4-H, Miami, Florida 33133-6018.

ARTICLE IV – Management

The Company will be managed by its managing member (the “Manager”). The name and address of the Manager who is to serve until his successor is otherwise selected is as follows:

Astrid Artho
2901 S. Bayshore Dr. 4-H
Miami, Florida 33133-6018

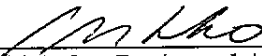
ARTICLE VII – Registered Agent and Office

The street address of the Company’s registered office is 2901 S. Bayshore Dr. 4-H, City of Miami, County of Dade, State of Florida 33133-6018, and the name of its registered agent as such office is Astrid Artho.

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ACA Freight Services L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.


Astrid Artho, Registered Agent

Dated: July 17, 2000

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

To be cancelled!

Dated: July 17, 2000


Signature of authorized member

Astrid Artho
(name of signee)

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