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(Address)

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(City/State/Zip/Phone #)

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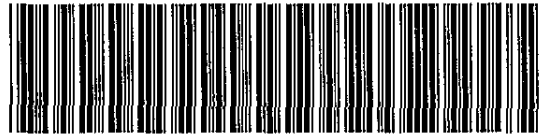
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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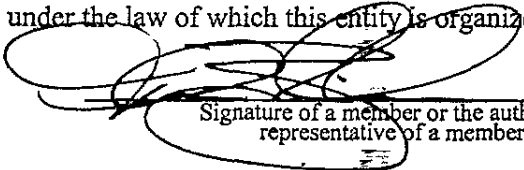
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Jet Plan Partners, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 5-25-2001

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 11-12-03
5. New name of the limited liability company: AeroPlan Partners, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Thomas Bonville
Typed or printed name of signer

Filing Fee: \$25.00

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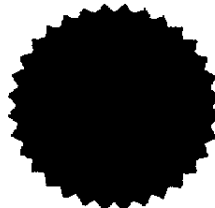
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JET PLAN PARTNERS, LLC", CHANGING ITS NAME FROM "JET PLAN PARTNERS, LLC" TO "AEROPLAN PARTNERS, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2002, AT 9:40 O'CLOCK A.M.

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
03 MAY -2 AM 9:13



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3373733 8100

020694056

AUTHENTICATION: 2082901

DATE: 11-12-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:40 AM 11/12/2002
020694056 - 3373733

**CERTIFICATE OF AMENDMENT
TO ARTICLES OF ORGANIZATION
JET PLAN PARTNERS, LLC.**

It is hereby certified that:

1. The name of the limited liability company is: **JET PLAN PARTNERS, LLC.**
2. The articles of organization filed by the limited liability company are hereby amended by striking out Article I thereof and by substituting in lieu of said Article, the following new Article:

**FIRST: The name of the limited liability company
is AEROPLAN PARTNERS, LLC**

3. The effective time of the amendment herein certified shall be
Upon filing

4. This amendment was adopted by the members of the limited liability company on
the 1st day of July, 2002.

DATED: 09/30/02, 2002.

SIGNATURES OF ALL MEMBERS


Thomas Borzilleri
Managing Member

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