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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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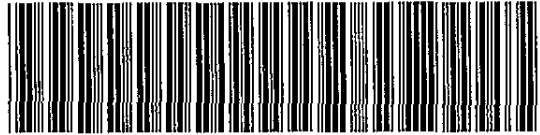
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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1 SEP 13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 881595 4321592
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 125.00

FILED
04 SEP 13 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 10, 2004

ORDER TIME : 10:18 AM

ORDER NO. : 881595-015

CUSTOMER NO: 4321592

CUSTOMER: Ms. Rachel B. Little
Mckenna Long & Aldridge Llp
Suite 5300
303 Peachtree Street
Atlanta, GA 30308

FOREIGN FILINGS

NAME: SONG, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

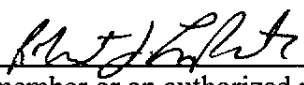
CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

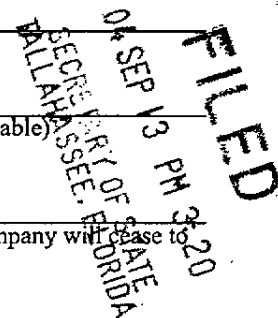
1. Song, LLC
(Name of Foreign Limited Liability Company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3875831
(FEI number, if applicable)
4. 5/10/2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1030 Delta Blvd., Dept. 852, Atlanta, GA 30354
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
See Attached.
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: See Attached.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ROBERT J. LAPORTA

Typed or printed name of signee



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Song, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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, Florida Statutes.

Corporation Service Company

By: Patricia H.

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Song, LLC

Business Purpose

Song, LLC is engaged in providing product development, marketing, staffing and other related services to support certain scheduled air service operated by Delta Air Lines, Inc., d/b/a Song.

Song, LLC

Board of Managers

<i>Name</i>	<i>Business Address</i>
Paul Matsen	1030 Delta Boulevard Atlanta, GA 30320
James Whitehurst	1030 Delta Boulevard Atlanta, GA 30320
David Pittman	1030 Delta Boulevard Atlanta, GA 30320
John N. Selvaggio	1030 Delta Boulevard Atlanta, GA 30320

State of New York
Department of State } ss:

I hereby certify, that SONG MERGER SUB, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 05/10/2004, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

A Certificate of Amendment SONG MERGER SUB, LLC, changing its name to SONG, LLC, was filed 06/03/2004.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of September
two thousand and four.*

Secretary of State