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March 4, 2002

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Florida Department of State
Division on Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Registration Section

Re: Articles of Amendment to Articles of
Organization of Redhorn Aviation, LLC.

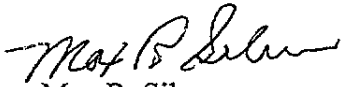
Gentlemen:

Enclosed you will find a check in the sum of \$55.00 representing the filing fee of \$25.00 for the above referenced Articles of Amendment and \$30.00 for the certified copy.

If you require any further information, please feel free to contact me at (305) 374-4788.

Very Truly Yours,

SILVER & SILVER


Max R. Silver
MRS/mdc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LO1-20093
OR

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
REDHORN AVIATION, L.L.C.**

- FIRST:** The date of filing of the articles of organization was November 20, 2001.
- SECOND:** The following amendments to the articles of organization were adopted by the limited liability company:

Article II - Address

The principal place of business of the Company in Florida shall be 108 South Miami Avenue, 2nd Floor, Miami, Florida 33130, and the mailing address shall be the same.

Article VI - Registered Office and Registered Agent

The address of registered office of this Company is c/o Silver & Silver, 108 South Miami Avenue, Second Floor, Miami, Florida 33130. The name and address of the registered agent of this Company is Max R. Silver, Esq., of Silver & Silver, 108 South Miami Avenue, Second Floor, Miami, Florida 33130.

Article VII - Management

The Manager (Operating Management) of the Company shall be:

MAX R. SILVER

whose address shall be the same as the mailing address of the company.

Article X - Members

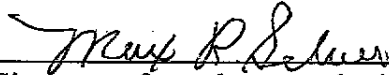
The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

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Bota, L.L.C.
c/o 108 South Miami Avenue
2nd Floor
Miami, Florida 33130

The Broward Group, L.L.C.
c/o 4839 SW 148 Avenue, Suite 458
Davie, FL 33330

Dated February 28, 2002.



Signature of member or authorized representative of a member

Max R. Silver
Type or printed name of signee

Corp\Amendment to Articles

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TALLAHASSEE, FLORIDA