

JUN 04 2009

ARTICLES OF AMENDMENT
Pursuant to A.R.S. 29-633 (F)


FILE NO. 1511444-4

1. The name of the limited liability company is:

THE GREAT BALLOON TOUR OF ARIZONA

2. Attached hereto as Exhibit A is the text of the amendment.

Dated this 1 day of June, 2009.

Signature: 

Print Name: JEAN - PIERRE IBANEZ

Check One: ☒ Member ☐ Manager

DO NOT PUBLISH THIS SECTION

The amendment must be executed by a manager if management of the limited liability company is vested in a manager or by a member if management is reserved to the members.

EXHIBIT A

Amendment to Articles of Organization

We are requesting a change to the Articles of Organization of The Great Balloon Tour in Arizona LLC.

Please remove Jean-Pierre Ibanez of 11495 N. 124th Place, Scottsdale Arizona 85259 as Manager and in doing so, change the management structure of the LLC to "reserved to the members".

The names and addresses of all **members** of the LLC are:

Jean-Pierre Ibanez
La Martine
Valle De Saint-Pons
Gemenos, 13420
France

Gaetan Fenoll
Chemin De Blaqueron
Istres, 13800
France

Jose Fenoll
Chemin De Blaqueron
Istres, 13800
France

Jean Francois Fernandez
La Grande Carraire Bel-Air
Salon De Provence, 13300
France

Amhed Hamouda
Rue Des Commerces
Port De Bouc, 13110
France

Akim Hamouda
Rue Des Commerces
Port De Bouc, 13110
France

Remy Maurin Jr.
Chemin Republic
Gemenos, 13420
France

Remy Maurin
Chemin Republic
Gemenos, 13420
France

Delphine Maurin
Chemin Republic
Gemenos, 13420
France

Pierre Serpollet
Quai Du Commerce
Lyon, 69009
France

Stephane Robin
Chemin De Puget-Terrien
La Ciotat, 13600
France

Thierry Afresne
Impasse Des Thuyas
Villars Les Dombes, 13300
France

AZ CORPORATION COMMISSION
FILED

MAR 10 2009

FILE NO. 1.1511444.4

DO NOT WRITE ABOVE THIS LINE, FOR ACC USE ONLY

ARTICLES OF ORGANIZATION

DO NOT PUBLISH
THIS SECTION

NOTE: A professional limited liability company is an LLC organized for the purpose of rendering one or more categories of professional service. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

1. The LLC name must contain the words "limited liability company" or "limited company" or the abbreviations "LLC", "L.C.", "LLC", or "LC". The Professional LLC name must contain the words "professional limited liability company" or the abbreviations "P.LLC", "P.L.C.", "PLLC", or "PLC."

2. Must be an Arizona address. DO NOT LEAVE THIS SECTION BLANK

3. If the statutory agent has a PO BOX then they must also provide a physical address or description of the location.

The agent must sign the articles or provide written consent to acceptance of the appointment.

Select one. This form may be used for:

☒ ARIZONA LIMITED LIABILITY COMPANY (A.R.S. §29-632)

☐ ARIZONA PROFESSIONAL LIMITED LIABILITY COMPANY (A.R.S. §29-841.01)

1. The name of the organization:

A. N-1510704-1

LLC Name Reservation File Number (if one has been obtained). If not, leave this line blank

B. THE GREAT BALLOON TOUR IN ARIZONA L.L.C

Limited Liability Company Name

2. Known place of business in Arizona (If address is the same as the street address of the statutory agent, write "same as statutory agent". DO NOT LEAVE THIS SECTION BLANK)

Address SAME AS STATUTORY AGENT

City _____ State _____ Zip _____

3. The name and street address of the statutory agent in Arizona

Name Jean-Pierre IBANEZ

Address 11459 N 124th PL

City SCOTTSDALE State ARIZONA Zip 85259

Acceptance of Appointment by Statutory Agent:

I Jean-Pierre IBANEZ, having been designated to act as
(Print Name of the Statutory Agent)

Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statute.

Agent Signature: _____

If signing on behalf of a company, please print the company name here.

4. Purpose of this (Professional) Limited Liability Company is to provide the following (professional) service(s): (Only required for a Professional LLC Company)

To provide a world class balloon inflation service inside the Phoenix metro area. Company is a for profit organization generating revenue streams through licensing, merchandising and advertising sponsorship.

5. The latest date, if any, on which the Company must dissolve. If a dissolution date should include the month, day and year. Perpetual means continuing forever or indefinitely

5. Dissolution: The latest date of Dissolution

- ☐ The latest date to dissolve ___/___/___ (Please enter month, day and four digit year)
☒ The Limited Liability Company is Perpetual

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6. Management Structure: (Check one box only) A.R.S. §29-632(5)

- A. ☐ **RESERVED TO THE MEMBER(S)**
IF RESERVED TO THE MEMBER(S), YOU MAY SELECT ONLY THE MEMBER BOX FOR EACH MEMBER LISTED.
B. ☒ **VESTED IN MANAGER(S)**
IF VESTED IN THE MANAGER(S), AT LEAST ONE ENTRY BELOW MUST HAVE THE MANAGER BOX CHECKED.

Name <u>Jean-Pierre IBANEZ</u>	Name _____
<input type="checkbox"/> Member <input checked="" type="checkbox"/> Manager (only if "B" is selected above)	<input type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)
Address: <u>11459 N 124th PL</u>	Address: _____
City, <u>SCOTTSDALE</u> State, <u>AZ</u> Zip: <u>85259</u>	City, _____ State, _____ Zip: _____
Name _____	Name _____
<input type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)	<input type="checkbox"/> Member <input type="checkbox"/> Manager (only if "B" is selected above)
Address: _____	Address: _____
City, _____ State, _____ Zip: _____	City, _____ State, _____ Zip: _____

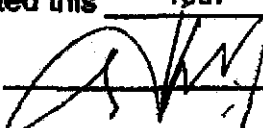
IF YOU NEED MORE SPACE FOR LISTING MEMBERS / MANAGERS PLEASE ATTACH THE ADDITIONAL PAGE TO THE ARTICLES OF ORGANIZATION.

6A. If reserved to the member(s), check the member's box and provide the name(s) and address(es) of each member. NOTE: if reserved to the member(s) you cannot list any manager.

6B. If vested in manager(s) check the manager's box and provide the name(s) and address(es) of each manager and each member who owns a twenty (20%) percent or greater interest in the capital or profits of the LLC/ PLLC.

The person (s) executing this document need not be a manager or member of the company.

Your phone and fax are optional.

Executed this 10th day of MARCH, 2009
Executed by:  Print Name Jean-Pierre IBANEZ
If signing on behalf of a company, please print the company name here.

Phone Number: 480 329 1350 Fax Number: _____

