Filing Fee: \$50.00 (See footnote below)

ID Number: __/00297



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

AMENDMENT TO APPLICATION FOR REGISTRATION

(To Be Filed In Duplicate)

liab	rsuant to the provisions of Section 7-16-52 of the General Laws, 1956, as amended, the undersigned foreign limited sility company hereby <i>(check one box only)</i> corrects or amends its Application for a Certificate of Registration ransact business in the state of Rhode Island, and for that purpose submits the following statement:
1.	The name of the limited liability company is:
	AERUS LLC
2.	The statements in the application for registration were inaccurate when made or a change has occurred as follows: THE MANAGERS OF THE COMPANY HAVE CHANGED. THE NEW MANAGERS ARE LISTED ON THE ATTACHED SCHEDULE.
	Under penalty of perjury, I declare and affirm that I have examined this Amendment to Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct. AFRUS 11.6
Da	TIERUS ERC
	Print Exact Name of Limited Liability Company Making Application DEC 2.3 2002 By Signature of authorized person
Fili	ng fee footnote
lf	the purpose of this amendment is solely to indicate a change in managers pursuant to Section 7-16-52, the filing fee hall be \$10.00.
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	n No. 451 ised: 01/99 31/15 30 (CV) 31/15 (CV) (CV) (CV) (CV) (CV) (CV) (CV) (CV)

Aerus, L.L.C.

Managers

Name

Joseph P. Urso 5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Title Chairman

Chief Executive Officer

James McCain

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Chief Operating Officer

Executive Vice President, Operations

Carl C. Christoff

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Executive Vice President, Business Development

General Counsel

Secretary

Kevin Hickey

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Chief Administrative Officer Executive Vice President,

Administration and Assistant Secretary

William J. Campbell

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Vice President, Operations

Robert Burkhardt

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Vice President, Product Development

Jeffrey M. Harvey

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Assistant Secretary

Mike Wilkin

5956 Sherry Lane, Suite 1500

Dallas, TX 75225

Vice President,

Training and Education