

F78481

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700024201597

10/29/03--01037--025 **35.00

03 OCT 29 AM 9:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Amend
MAD 11/4



P.O. Box 026062
Miami FL 33102-6062
Phone: (305) 889-8007
Fax: (305) 882-1679

October 28, 2003

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment to Articles of Incorporation & Application for Reinstatement

Dear Sir or Madam:

Attached please find the following:

- 1) Articles of Amendment to Articles of Incorporation for AAA Interair, Inc.
- 2) Articles of Amendment to Articles of Incorporation for Arrow Air, Inc.
- 3) Articles of Amendment to Articles of Incorporation for Agro Air Associates, Inc.
- 4) Application for Reinstatement for Arrow Air Holdings Corp.
- 5) Application for Reinstatement for Bedford Aircraft Leasing Company

Please contact me at (305) 889-6241 should there be anything further that is needed.

Sincerely,


Ana Maridueña
Legal Assistant

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Agro Air Associates, Inc.

(present name)

78481

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The following amendment of Directors and Officers was adopted:

Dort A. Cameron – Chairman & Director
Andrew Dwyer – Director
Seth M. Cameron – Director
Jim Crystal – Director
Todd Legon – Director
Frank Visconti – President & CEO
William Betts – Treasurer
Richard L. Richards, Vice President, General Counsel & Secretary

03 OCT 29 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 18, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

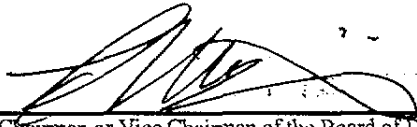
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of September, 2003

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Frank Viseonti

(Typed or printed name)

President and CEO

(Title)