

P930000 71599

(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



400061088454

STATE OF FLORIDA

FILED
05 NOV -3 AM 11:12
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

David + Robert Oy
11-3-05

LAW OFFICES
**WARCHOL, MERCHANT, ROLLINGS,
BUCKLEY & POHL, L.L.P.**

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Circuit Court Mediator
J. PATRICK BUCKLEY
MICHAEL A. POHL
MARK A. HOROWITZ
CHARLES C. JONES
ANNETTE GIARDINA HABER

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910
(239) 542-0700
FAX (239) 542-8627
REAL ESTATE FAX (239) 542-5689
e-mail: Buckley@wmbplaw.com

October 31, 2005

Florida Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: Articles of Amendment

Dear Secretary:

Enclosed please find the Amended and Restated Articles of Incorporation of Commercial Air Management, Inc. Also, check number 14270 is enclosed in the amount of \$35.00. If you have any questions regarding this matter please contact our office. I remain,

Very truly yours,

J. Patrick Buckley signed in absence to avoid delay.

J. Patrick Buckley

JPB/jlb

Enc.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMERCIAL AIR MANAGEMENT, INC.**

COMMERCIAL AIR MANAGEMENT, INC., ("Corporation"), a Corporation duly organized and existing under the Laws of the State of Florida, in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, its President and Secretary, submit these Articles and in connection therewith states as follows:

1. The name of the Corporation is: **COMMERCIAL AIR MANAGEMENT, INC.**

2. These Articles have been adopted and approved in connection with an Amendment by the Board of Directors pursuant to Section 607.1002, Florida Statutes. The Resolution approving the Amendment was adopted and approved by the Board of Directors of the Corporation on January 3, 2005, without Shareholder action. Shareholder action was not required on the authority of and pursuant to Section 607.1002 Florida Statutes.

3. This Amendment to the Articles of Incorporation amending and restating the same, being effectuated hereby does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of stock.

4. Amendment Adopted.
Article IV- Capital Stock is hereby amended
Changing the Corporations authority to issue shares of common capital stock from the Corporation shall have the authority to issue 300 par value shares of common capital stock
To the Corporation shall have the authority to issue 1,000 shares of capital stock with no par value.

05 NOV - 3 AM 11:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-
5. Article VII is hereby amended changing the names of the Board of Directors.

FROM: Jon R. Ellis, 3101 Southeast 18th Avenue, Cape Coral, Florida 33904.

Marjorie Susan Ellis, 3101 Southeast 18th Avenue, Cape Coral, Florida 33904.

TO: R. Crosby Boudreaux, 8998 Falcon Point Loop, Fort Myers, Florida 33912.

Paul Boudreaux, 8923 Falcon Point Loop, Fort Myers, Florida 33912.

Marjorie Susan Ellis, 5893 Elizabeth Ann Way, Fort Myers, Florida 33912.

6. Article IX is hereby amended changing the name and address of the Registered Agent.

FROM: Jon R. Ellis, 3101 Southeast 18th Avenue, Cape Coral, Florida 33904.

TO: J. Patrick Buckley, Esq., Warchol, Merchant, Rollings, Buckley

& Pohl, L.L.P., 1633 Southeast 47th Terrace, Cape Coral, Florida 33904.

7. Article VI is hereby amended.

FROM: No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall

have the right to dispose of such shares without any further restrictions.

On the death of any Shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the Shareholder immediately prior to the Shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the Shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office.

TO: No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to the remaining Shareholders as agreed to in the Stockholder's Agreement dated January 3, 2005. Each Stock Certificate representing shares now, or hereafter, held by the Stockholders shall be inscribed as follows: "The transfer of shares represented by this Certificate is restricted under terms of the Corporate Stockholder Agreement dated January 3, 2005."

ARTICLE I. NAME

The name of the Corporation shall be: COMMERCIAL AIR MANAGEMENT, INC.

ARTICLE II. DURATION

This Corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This Corporation is being organized for the purpose of sales and engaging in the transaction of any and all lawful business activities permitted under the Laws of the State of Florida in the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation shall have the authority to issue ONE THOUSAND (1,000) shares of capital stock with no par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class or series, as that which the Shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to the remaining Shareholders as agreed to in the Stockholder's Agreement dated January 3, 2005.

ARTICLE VII. BOARD OF DIRECTORS

The names and address of the Members of the Board of Directors are:

R. Crosby Boudreaux, 8998 Falcon Point Loop, Fort Myers, Florida 33912.

Paul Boudreaux, 8923 Falcon Point Loop, Fort Myers, Florida 33912.

Marjorie Susan Ellis, 5893 Elizabeth Ann Way, Fort Myers, Florida 33912.

ARTICLE VIII. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & REGISTERED AGENT

The Address of this Corporation's principal office and the address of this Corporation's initial registered office shall be:

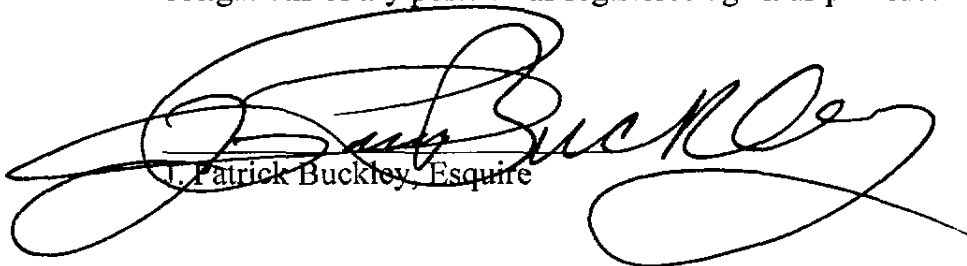
1633 Southeast 47th Terrace, Cape Coral, Florida 33904

The name of the individual who shall serve as this Corporation's initial Registered Agent at that address shall be:

J. Patrick Buckley

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

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, F.S.



T. Patrick Buckley, Esquire

Signature Page
Amended and Restated
Articles of Incorporation of
Commercial Air Management, Inc.

Marjorie Susan Ellis

MARJORIE SUSAN ELLIS

R. Crosby Boudreaux

R. CROSBY BOUDREAU

Paul Boudreaux

PAUL BOUDREAU

05 NOV -3 AM 11: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED