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May 21, 1997

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

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-05/27/97--01068--003
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation

Dear Sir:

Enclosed please find Articles of Amendment to Articles of Incorporation for Aviation Inventory Management Systems, Inc. and our check in the amount of \$35.00. Please amend the Articles of Incorporation to change the name of the corporation. Please notify our office accordingly at the above indicated address.

If you have any questions, please contact our office immediately.

Very Truly yours,

KUPFER, KUPFER, & SKOLNICK, P.A.

Shelley K. Spickler
Legal Assistant

/sks
Enclosure(s)

FILED
97 MAY 27 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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E.F.F.
6/14

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

AVIATION INVENTORY MANAGEMENT SYSTEMS, INC.

(present name)

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)*

ARTICLE I is being amended to correct the name of the corporation to AVIATION INVENTORY MANAGEMENT SERVICES, INC.

FILED
MAY 27 PM 1:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: May 21, 1997

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

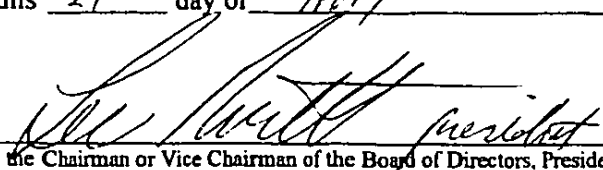
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 21st day of May, 19 97

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)

Lee Rudnitsky

Typed or printed name

President LR.

Title