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P.O. Box 026062 Miami Fl. 33102-6062 Phone: (305) 889-6007 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

Reinstament

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 Reinstament for Arrow Air Holdings Corp.
- 5) Application for Reinstament 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

AAA Interair, Inc.

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(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 & Director
William Betts – Treasurer
Richard L. Richards, Vice President, General Counsel & Secretary



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: T	he 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)		
	(voting group)		
$\overset{\mathbf{x}}{\mathbf{r}}$	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.		
Signature_	Signed this 18th day of September , 2003. (By the Chairman of 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 Visconti (Typed or printed name)		
	President and CED		