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ATTORNEYS AT LAW  
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IRWIN M. FROST, P.A.  
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BOARD CERTIFIED TAX ATTORNEY

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May 31, 2002

Secretary of State  
Division of Corporations  
The Capitol  
409 East Gaines Street  
Tallahassee, FL 32304

30000566603--2  
-06/04/02--01013--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Articles of Amendment for Precision Air, Inc.

Gentlemen:

Enclosed is the Articles of Amendment for Precision Air, Inc. together with a check in the amount of \$43.75 for the following costs:

Amendment Fees:	\$35.00
Certified Copy:	8.75

Please return same in the self-addressed stamped envelope.

Thank-you for your assistance.

Very truly yours,

IRWIN M. FROST, P.A.

  
ROSIE ZAMORA, Legal Assistant

/rz

Encls.

1coc581a.09a

V SHEPARD JUN 13 2002

*Amended & Restated Art.*

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 13 2002 4:37 PM

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUN -4 PM 3:37 'E

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PRECISION AIR, INC.

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The Board of Directors of **PRECISION AIR, INC.** (the "Corporation") do hereby adopt the following amended and restated Articles of Incorporation.

ARTICLE I

The name of the corporation is **PRECISION AIR, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share. The Corporation does not elect to give preemptive rights to shareholders.

ARTICLE IV

The street address of the registered agent and the registered office of the corporation is 551 Morningside Drive, Miami Springs, FL 33166 and the registered agent of the corporation at that address is GARY M. FITZGERALD. The mailing address and street address of the corporation is 1880 N.W. 97<sup>th</sup> Avenue, Miami, FL 33172.

ARTICLE V

The corporation shall have at least one director. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VI

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE VIII

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

These Amended and Restricted Articles of Incorporation of the Corporation were adopted and approved by the shareholders by a vote sufficient for approval at a meeting duly held on

May 31, 2002

EXECUTED at Miami, Florida, this 31 day of May, 2002.

Attest:

By:

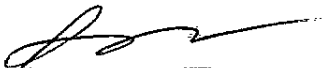
Anne Tarplay  
ANNE TARPLAY, SECRETARY

Gary M. Fitzgerald  
GARY M. FITZGERALD, PRESIDENT

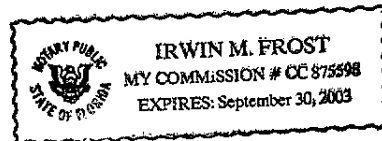
STATE OF FLORIDA           )  
                                      :  
COUNTY OF MIAMI-DADE    )

**BEFORE ME**, the undersigned authority, personally appeared **GARY M. FITZGERALD** and **ANNE TARPLAY**, to me known to be the persons who subscribed to the foregoing Articles of Incorporation of   and acknowledged that they freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

**SWORN AND SUBSCRIBED** before me this 31 day of May, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

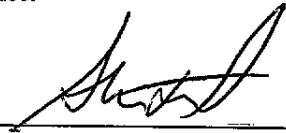
**DESIGNATION**

**PRECISION AIR, INC.**

desiring to organize under the laws of the State of Florida, hereby designates GARY M. FITZGERALD its registered agent and 551 Morningside Drive, Miami Springs, FL 33166 as its registered office.

**ACCEPTANCE**

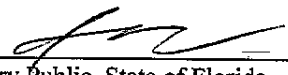
Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

  
\_\_\_\_\_  
GARY FITZGERALD

STATE OF FLORIDA            )  
  :  
COUNTY OF MIAMI-DADE    )

**BEFORE ME**, the undersigned authority, personally appeared **GARY FITZGERALD**, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

**SWORN AND SUBSCRIBED** before me this 31 day of May, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large  
My Commission Expires:

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