

519908

LA OFFICES

ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1991

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772

FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER O
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X *
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN O
OF COUNSEL
STANLEY D. GOTTSEGEN †

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

O BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Hollywood

FILE NO.:

April 8, 1998

Ms. Susan Payne
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: AA Advance Air, Inc.

Dear Ms. Payne:

This is in follow-up to our telephone conversation. I am returning the Articles of Amendment to you for filing.

If you need anything further, please call.

Very truly yours,

Judy Hoodiman
Judy Hoodiman,
Corporate Assistant

/jah

THANKS FOR YOUR HELP!

Amend

SO

ESTABLISHED IN 1947

4/10/98

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*****87.50 *****87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -9 PM 1:53



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: A.A. ADVANCE AIR, INC.
Ref. Number: 519908

We have received your document for A.A. ADVANCE AIR, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 998A00007390

RECEIVED
98 FEB 17 AM 8:49
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
A.A. ADVANCE AIR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -9 PM 1:53

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended as follows:

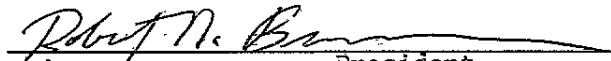
ARTICLE III


The authorized capital stock of the corporation shall be 500 shares at \$5.00 par value.


2. This Amendment is adopted as of the 9th day of February, 1998.

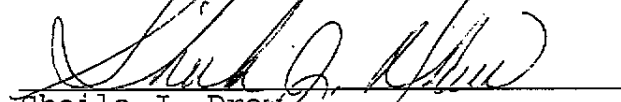
3. The Amendment was approved by the Shareholders of the Corporation. The number of votes cast for the Amendment was sufficient for approval.

Signed this 6 day of February, 1998.


Robert H. Burrow, President
Shareholder and Director


Carol S. Burrow,
Shareholder and Director


Robert A. Drew, Secretary
Shareholder and Director


Sheila J. Drew,
Shareholder and Director

JOINT CORPORATE ACTION BY SHAREHOLDERS AND DIRECTORS OF
A.A. ADVANCE AIR, INC.

The Shareholders and Directors of A.A. ADVANCE AIR, INC., a corporation organized and existing under the laws of the State of Florida do hereby agree, consent to, adopt and order the following corporate action:


1. The action contained herein shall be effective as of the 9th day of February, 1998.

2. The Shareholders and Directors do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, any requirements that notice of such meeting be given.

3. The Shareholders and Directors do hereby unanimously adopt the following resolution:

RESOLVED, that the Articles of Amendment a copy of which is attached hereto as Exhibit A is hereby ratified and approved.


IN WITNESS WHEREOF, the undersigned Shareholders and Directors have executed the foregoing corporate action for the purpose of giving their consent thereto.




ROBERT H. BURROW, Shareholder and Director
President



CAROL S. BURROW, Shareholder and Director



ROBERT A. DREW, Shareholder and Director
Secretary



SHEILA DREW, Shareholder and Director