

02/06/2001 10:54 FAX 407 4231831

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Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

SPRUCE CREEK AVIATION, INC.

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Amendment
2-7-01
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DIVISION OF CORPORATIONS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF SPRUCE CREEK AVIATION, INC.**

FILED
01 FEB - 6 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is Spruce Creek Aviation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS

The sole director of the Corporation approved resolutions amending Article VII and Article X of the Articles of Incorporation by Written Consent dated November 1, 2001, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the sole shareholder of the Corporation approved resolutions amending Article VII and Article X of the Articles of Incorporation by Written Consent dated November 1, 2001, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval. The following is a true and correct copy of the resolutions amending Article VII and Article X of the Articles of Incorporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

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"ARTICLE VII

The number of directors of this Corporation shall be one
(1). The number of directors may be increased or decreased from
time to time in accordance with the Bylaws of this Corporation, but
shall never be less than one (1)."

FURTHER RESOLVED, that Article X of the Articles of
Incorporation of the Corporation be amended in its entirety to read
as follows:

"ARTICLE X

The officers of this Corporation shall be such officers as
may be deemed necessary by the Board of Directors, and shall be
chosen in such manner, hold their offices for such term, and have
such power and duties as may be prescribed by the Bylaws or as
determined by the Board of Directors."

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

The effective date of the amendment to the Articles of Incorporation of the
Corporation set forth herein shall be as of the date of filing with the Secretary of State of the
State of Florida.

Dated this 1st day of February, 2001.

SPRUCE CREEK AVIATION, INC.

By: 
Patrick E. Perrott, President