

**Airport & Aviation
Professionals, Inc.**

K57443

November 10, 1998

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

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-11/16/98--01078--006
*****35.00 *****35.00

Re: Airport & Aviation Professionals, Inc.

Dear Sirs:

Enclosed is an original amendment to the Articles of Incorporation of Airport & Aviation Professionals, Inc. Also enclosed is a copy of the amendment and a check in the amount of \$35.00 for the filing fee. Please stamp the copy with the date of filing and return it in the enclosed, self-addressed envelope.

If you have any questions concerning this filing, please contact the undersigned at 941-262-0010.

Yours truly,

Sharyn Barber

Sharyn Barber
Manager, Administration

Encls.

FILED
98 NOV 16 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
20611-18

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF AIRPORT & AVIATION PROFESSIONALS, INC.

FILED
98 NOV 16 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to Chapter 607, Florida Statutes, the Articles of Incorporation of AIRPORT & AVIATION PROFESSIONALS, INC., a Florida corporation (the "Corporation"), be and the same hereby are amended to read as follows:

Article III - STATED CAPITAL The Corporation is authorized to issue to 270,000 shares of non-voting Common Stock and 30,000 shares of voting Common Stock. Each share of Common Stock shall have a par value of 33.33 cents (\$.3333).

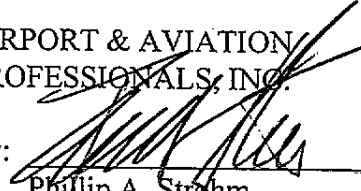
Shares of Common Stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares of Common Stock may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

2. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors on November 3, 1998.

3. The number of votes cast by the Shareholders of the Corporation to amend the Articles of Incorporation was sufficient for approval.

Dated this 3rd day of November, 1998.

AIRPORT & AVIATION
PROFESSIONALS, INC.

By: 

Phillip A. Stroh

Its: President and Corporate Secretary