

WALTERS  
LEVINE  
BROWN  
KLINGENSMITH  
& THOMISON P.A.  
ATTORNEYS AT LAW

K65571

December 26, 2001

Secretary of State  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Organization of Woolever Orlando Investments, Inc;  
Articles of Organization of Woolever Properties, LLC  
Articles of Organization of L.R.E. Ground Services, LLC; and  
Articles of Organization of Larke Aviation, LLC  
Articles of Amendment to Articles of Incorporation of L.R.E. Ground  
Services, Inc.

Dear Sir/Madam:

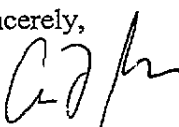
We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the above corporations, and an original and one copy of the Articles of Amendment to the Articles of Incorporation of L.R.E. Ground Serices, Inc.

Also enclosed is our check in the amount of \$358.75 to cover the filing fees.

Please file the Articles and Amendment, certify the enclosed copies and return the certified copies to us via regular U.S. mail in the envelope provided.

Thank you for your attention to this matter.

Sincerely,

  
Alan F. Gonzalez  
AFG:pgs

ELINOR E. BAXTER  
JOHN E. BROWN\*  
H. JACK KLINGENSMITH  
ALAN F. GONZALEZ, L.L.M.  
STUART JAY LEVINE  
MICHAEL S. PERRY  
DONALD W. SCARLETT, JR.  
JOSEPH F. SUMMONTE, JR.  
LEIGH E. STEINER  
JAMES E. THOMISON\*\*\*  
JOEL W. WALTERS\*\*\*\*†  
\* Board Certified Real Estate Attorney  
\*\*\* Board Certified Health Law Attorney  
\*\*\*\* Certified Circuit Court Mediator  
† Board Certified Business Litigation Attorney

EMAIL:

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-01/11/02--01002--014  
\*\*\*\*\*305.00 \*\*\*\*\*43.75

N/C Amend  
1/18/02  
Spayre

FILED  
02 JAN 11 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FF \$35  
nn 8.75

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
L.R.E. GROUND SERVICES, INC.

FILED  
02 JAN 11 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L. R. E. GROUND SERVICES, INC., a Florida corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on February 7, 1989, under the name "L.R.E. GROUND SERVICES, INC."

2. The amendment to the existing Articles of Incorporation being effected hereby is a change in the name of the Corporation from "L.R.E. GROUND SERVICES, INC." to "L.R.E. MANAGEMENT SERVICE, INC."

3. These Articles of Amendment were approved by joint written action of the Board of Directors and the sole stockholder of the Corporation as of the 6th day of December, 2001.

4. After payment of all required taxes and fees, these Articles of Amendment are to be effective immediately upon filing with the Secretary of State of the State of Florida, at which time the existing Article I of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following Article I shall be substituted in its place and stead:

ARTICLE I

Name

The name of this corporation shall be: L.R.E. MANAGEMENT SERVICE, INC.

IN WITNESS WHEREOF, L.R.E. GROUND SERVICES, INC. has caused these Articles of Amendment to Articles of Incorporation to be executed by its President and Secretary this 6th day of December, 2001.

L.R.E. GROUND SERVICES, INC.

By: 

RAYMOND D. WOOLEVER, as  
President, Director and ~~Sole Stockholder~~

50% Stockholder

By: 

SUSAN L. WOOLEVER, as  
Secretary of L.R.E. Ground Services, Inc.

Exec.V.P./Sec/Treas., Director and  
50% Stockholder