

L 00000000 3721

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
www.adorno.com

FEDERAL EXPRESS

June 28, 2000

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

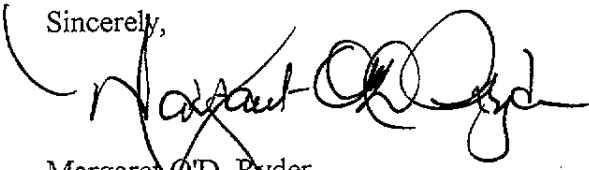
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**Reliance Aviation, LLC
Articles of Amendment to Articles of Organization**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Amendment to the Articles of Organization on behalf of the captioned company, which amendment changes the corporate name to Reliance Aviation Management, LLC and changes the Member names. Also enclosed is a check in the amount of \$55.00 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Articles of Amendment to me in the enclosed self-addressed, stamped envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,


Margaret O'D. Ryder
Legal Assistant

MOR

cc: Craig A. Brumfield (w/encls)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF ORGANIZATION
OF
RELIANCE AVIATION, LLC**

L-3721

1. The name of this limited liability company is RELIANCE AVIATION, LLC, a Florida limited liability company (the "Company"), whose principal office address is 6201 SW 145 Street, Miami, Florida 33158.

2. The Articles of Organization of the Company were filed with the Florida Department of State on March 31, 2000.

3. Article I and Article X of the Articles of Organization of the Company are deleted in their entirety and amended to read as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the limited liability company shall be Reliance Aviation Management, LLC.

ARTICLE X. MANAGEMENT AND MEMBERS

The Company shall be managed by all of its members, in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The names and addresses of the members of the Company, whom shall serve until the first annual meeting of the members or until their respective successor is duly qualified and elected, are:

Phillip T. George - 2601 South Bayshore Drive, Suite 725
Miami, Florida 33133

Craig A. Brumfield - 6201 SW 145 Street
Miami, Florida 33158

James J. Pinto - 520 Madison Avenue
40th Floor
New York, New York 10022

IN WITNESS WHEREOF, the undersigned has duly executed the Articles of Amendment
on this 21st day of June, 2000.

(Corporate Seal)

RELIANCE AVIATION, LLC

BY: Craig A. Brumfield
Craig A. Brumfield, Member

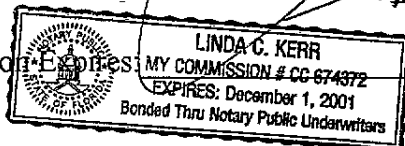
STATE OF FLORIDA)
COUNTY OF MIAMI- DADE)

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 21 day of June, 2000, by Craig A. Brumfield, a Member of Reliance Aviation, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me.

Linda C. Kerr
Notary Public, State of Florida
(Print Name)

My Commission Expires



(SEAL)