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November 20, 1997

Department of State
Division of Corporations
Attn: Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Aviation Enterprises International, Inc.

000002358690--2
-12/01/97--01045--001
*****70.00 *****35.00

Dear Sir or Madam:

Enclosed herewith please find copies of two (2) resignations of Thomas J. Qualley and James Qualley as members of the Board of Directors of the above corporation.

Please kindly accept the enclosed for filing. I enclose the State's fee in the sum of \$70.00 payable to Division of Corporations.

Very truly yours,


James B. Denman

JBD\meh

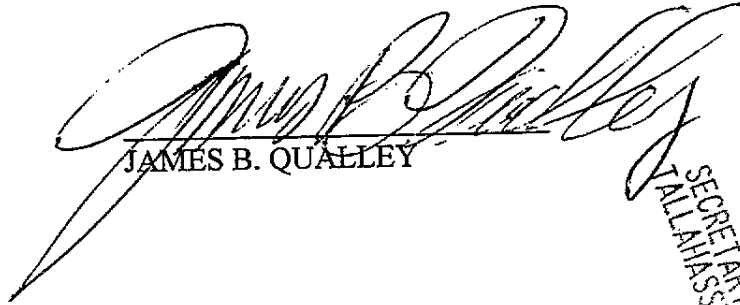
Encl(s)

FILED
97 DEC -1 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 4 1997

RESIGNATION

I hereby resign as director and Chief Executive Officer of AVIATION ENTERPRISES INTERNATIONAL, INC., effective September 11, 1997.



JAMES B. QUALLEY

FILED
DEC - 1 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA