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February 14, 1997

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 623
Tallahassee, FL 32304

RE: ATLAS AIRPARTS INTERNATIONAL, L.C.

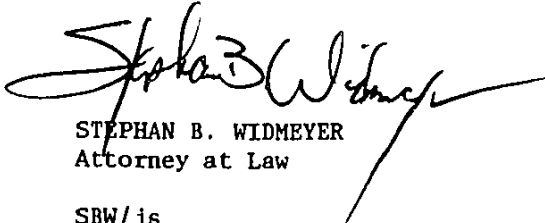
Gentlemen:

This letter transmits the original Articles of Organization and the Affidavit of Membership as to the above referenced limited liability company. If the Articles of Organization meet with your approval, I would appreciate your filing same with the State of Florida and forwarding the Charter at your earliest convenience to me at the above letterhead address.

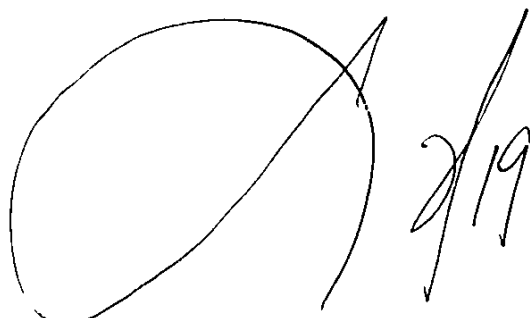
Also enclosed is a check in the amount of \$346.25 which represents the filing fee and a certified copy of the Articles of Organization.

Should you have any questions as to the above, please do not hesitate to contact me.

Very truly yours,


STEPHAN B. WIDMEYER
Attorney at Law

SBW/js
Enclosure



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF
ATLAS AIRPARTS INTERNATIONAL, L.C.

Article I
Name and Duration

The name of this limited liability company is Atlas Airparts International, L.C. The company shall have an existence of not more than thirty (30) years from the date these Articles are filed with the Florida Department of State, as reflected in the records of that office.

Article II
Address

The address of the principal office of the Company is 322 Tamiami Trail, Unit 21, Punta Gorda, Florida 33950, which is also the Company's mailing address.

Article III
Registered Agent

The registered agent for the Company is Theresa B. Mannix; the address of the registered agent is 322 Tamiami Trail, Unit 21, Punta Gorda, Florida 33950.

Article IV
Members

The initial members of the Company and their initial capital contributions shall be:

Edward G. Dresel	\$15,300.00 (51%)
Patrick H and Theresa B. Mannix, Jointly	\$ 7,500.00 (25%)
Newco Aviation Services, Inc.	\$ 7,200.00 (24%)

The address of all the members is 322 Tamiami Trail, Unit 21, Punta Gorda, Florida 33950.

Additional members may be admitted only upon the written assent thereto by each member. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, the remaining members may continue the business only upon the unanimous written assent of said remaining members.

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TALLAHASSEE FLORIDA

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Article V
Management

The Company shall be managed by the members, whose control shall be weighted in proportion to their respective capital contributions.

Article VI
Amendments

The members reserve the right to alter or amend any provision of these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 14th day of February, 1997.


PATRICK H. MANNIX, Member

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated limited company at the place designated in the foregoing Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law relative to keeping open said office.


THERESA B. MANNIX

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TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP
Atlas Airparts International, L.C.

State of Florida
County of Charlotte

COMES NOW the undersigned affiant who, having first been duly cautioned and sworn, deposes and says:

1. My name is Patrick H. Mannix, and I am a member of Atlas Airparts International, L.C.

2. There are three (3) members of this limited company, and their names and capital contributions are as follows:

Edward G. Dresel	\$15,300.00, or 51%
Patrick H. and Theresa B. Mannix, jointly	\$ 7,500.00 or 25%
Newco Aviation Services, Inc.	\$ 7,200.00 or 24%

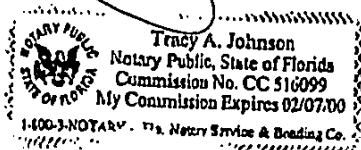
3. The foregoing capital contributions are in cash and not other property.

FURTHER THE AFFLIANT SAYETH NOT.


PATRICK H. MANNIX

SWORN TO AND SUBSCRIBED before me this 14th day of February, 1997,
in Port Charlotte in the State and County aforesaid, by Patrick H. Mannix, who is
personally known to me.


Notary Public, State of Florida at Large



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TALLAHASSEE FLORIDA