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July 28, 1998

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1 ALSO MEMBER ARIZONA BAR
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3 ALSO MEMBER CALIFORNIA BAR
4 ALSO MEMBER OHIO BAR
5 ALSO MEMBER NEW YORK AND DELAWARE BARS
6 ALSO MEMBER ILLINOIS BAR

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Air Safety International, L.C.

To Whom it may concern:

Please file the enclosed Amendment to Articles of Organization of Air Safety International, L.C. with your division.

After their filing, would you please provide me with a certified copy of the Articles of Organization, together with this amendment and any previous amendments thereto.

I understand the charge for each of these requests is \$52.50. Therefore, a check in the amount of \$105.00 is enclosed to cover all charges.

If you need anything further, please contact me.

Very truly yours,

CALLISTER NEBEKER & McCULLOUGH

Damon E. Coombs

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater	MAH
Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

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DIVISION OF CORPORATIONS
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**AMENDMENT OF ARTICLES OF ORGANIZATION
OF
AIR SAFETY INTERNATIONAL, L.C.**

The Articles of Organization of Air Safety International, L.C., a Florida limited liability company, originally filed in the State of Florida on April 23, 1997, are hereby amended as follows:

1. ARTICLE IV, originally entitled "INITIAL REGISTERED OFFICE AND REGISTERED AGENT," is hereby amended to read as follows:

The address of the registered office of this limited liability company is 290 Bermuda Bay Lane, Vero Beach, FL 32963, and the name of its registered agent is Alan L. Madsen.

2. ARTICLE V, originally entitled "RESTRICTIONS ON MEMBERSHIP," is hereby deleted in its entirety.

3. ARTICLE IX, originally entitled "MANAGEMENT," is hereby amended in its entirety as follows:

This limited liability company shall be managed and its powers exercised by a managing member to be selected from time to time by the members. Alan L. Madsen, whose address is 2901 Pro Flite Drive, Vero Beach, Florida 32960, is hereby designated manager to serve as such or until his successor is elected or qualified. The manager herein designated, and his successors, shall have the power to borrow money and pledge company assets as may be set forth in Regulations.

4. All other provisions of the original Articles of Organization are true and correct and shall remain in full effect.

Dated this 26th day of June, 1998.

MANAGER:

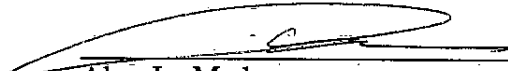
By: _____

Alan L. Madsen
Manager

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Alan L. Madsen

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