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August 19, 1998

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: APS-Aviation Parts and Service, L.C.

Gentlemen:

Enclosed please find an original and one copy of a Certificate of Amendment to Articles of Organization of APS-Aviation Parts & Services, L.C. together with our check in the amount of \$52.50 for the filing fee.

Please file the original Certificate of Amendment and return the a copy to my attention in the enclosed envelope.

Very truly yours,


Frederick M. Dahlmeier

FMD/mds
Enclosure

698-1276

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

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CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
APS-AVIATION PARTS & SERVICES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY
Filed July 30, 1998

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all the members of APS-Aviation Parts & Services, L.C. amend the Articles of Organization of such Limited Liability Company originally filed with the Secretary of State of Florida on July 30, 1998, as follows:

1. Delete present ARTICLE VI, entitled CAPITAL CONTRIBUTIONS, and substitute in its place the following:

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1000.00) cash shall be paid to the limited liability company by each of the two (2) original members. Additional contributions may be made as required for investment purposes, as determined by unanimous consent of the members. Members will make such voluntary contributions prorata in proportion to each member's relative capital account.

2. Delete present ARTICLE VII, entitled PROFITS AND LOSSES, and substitute in its place the following:

ARTICLE VII

PROFITS AND LOSSES AND INDEMNIFICATION

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to each member's relative capital account. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement date, or upon written approval of all members.

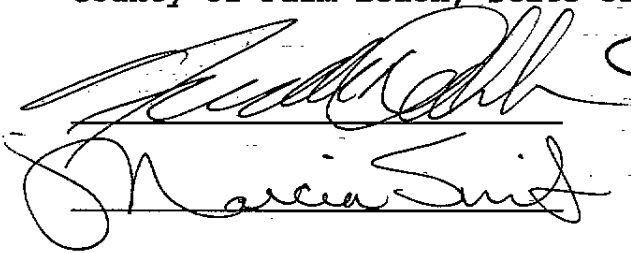
(b) Losses and Indemnification. All losses that occur in the operation of the limited liability company business shall be allocated among the members on the basis of each member's relative capital account. Provided however, such allocation of losses shall not in any manner confer any liability on such members whatsoever, it being the intention of these Articles to afford members of this limited liability company the most complete elimination of liability and the fullest rights to indemnification possible under

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the Laws of the State of Florida including but not limited to Section 608.436 and Section 608.4363 Florida Statutes (1995) and these Articles shall be so construed.

The undersigned, being the Authorized Agent for the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Amendment to Articles of Organization of APS-AVIATION PARTS & SERVICES, L.C.

Executed by the undersigned at the City of Riviera Beach, County of Palm Beach, State of Florida, on August 11, 1998.



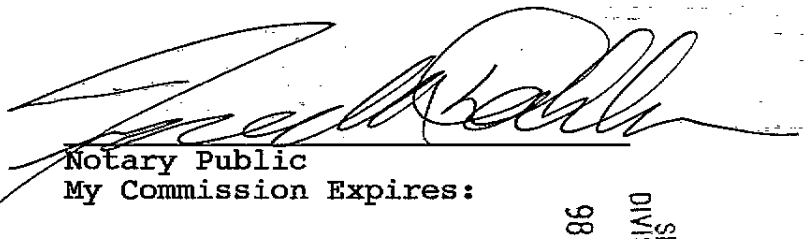
Ted H. Climer, Authorized
Agent for the Original Members

ACKNOWLEDGMENT FOR AMENDMENT TO ARTICLES OF ORGANIZATION OF
APS-AVIATION PARTS & SERVICES, L.C.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of August, 1998 by TED H. CLIMER, as Authorized Agent for the original members of APS-AVIATION PARTS & SERVICES, L.C., who is personally known to me and who did take an oath and who acknowledges and understands that the facts stated therein are stated under penalty of perjury.



Notary Public
My Commission Expires:

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