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From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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LIMITED LIABILITY AMENDMENT

AIR-1 AIRCRAFT, LLC

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AMENDMENT AND RESTATEMENT OF ARTICLES OF ORGANIZATION
OF
AIR-1 AIRCRAFT, LLC

The undersigned, as the President and Manager of AIR-1 AIRCRAFT, LLC, a Florida limited liability company, does hereby certify that the Amendment provided for herein was adopted by the Members of the company on the 6 day of June, 2001.

1. Date Articles of Organization Filed. The date of filing of the Articles of Organization was on January 26, 1999.

2. Amendment and Restatement of Articles of Organization. The Articles of Organization are amended and restated entirely as follows:

"ARTICLE I
Name

The name of this Company shall be: AIR-1 AIRCRAFT, LLC.

ARTICLE II
Place of Business

The principal place of business and the mailing address of this Company shall be 14609 Airport Parkway, Clearwater, Florida 33762, or such other place or places as may be designated by the manager from time to time.

ARTICLE III
Registered Agent and Office

The initial registered agent for this Company shall be Robert Cooper, and the address of the registered agent for service of process shall be 14609 Airport Parkway, Clearwater, Florida 33762.

ARTICLE IV
Management of Business

Except as otherwise provided in the Operating Agreement for the Company, the Company shall be manager-managed."

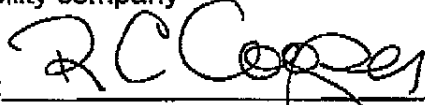
3. Approval by Members: The Members of the Company approved such Amendment by an Action by Written Consent of Members.

Prepared by:
Michael G. Little, Esquire
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
FL Bar No. 861677

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The undersigned has executed these Articles of Amendment to the Articles of Organization on the 6 day of June, 2001.

Air-1 Aircraft, LLC, a Florida limited liability company

By: 
Robert Cooper, President and Manager

Prepared By:
Michael G. Little, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(813) 461-1818

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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 14609 Airport Parkway, Clearwater, Florida 33762, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: 7/1/01



Michael G. Little

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