



M14576

ACCOUNT NO. : 072100000032

REFERENCE : 154927 4303929

AUTHORIZATION :

COST LIMIT : \$ 43.75

Fee - Pgs

ORDER DATE : March 3, 1999

ORDER TIME : 10:48 AM

W99000005318

ORDER NO. : 154927-015

CUSTOMER NO: 4303929

000002793120--3

CUSTOMER: Michael W. Hein, Esq
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

name change amendment

DOMESTIC AMENDMENT FILING

NAME: PROFESSIONAL MODIFICATION
SERVICES, INC.

~~***FILE 3RD***~~

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILED
99 MAR -3 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS

JP
3/4/99

RECEIVED
99 MAR -3 AM 11:21
DIVISION OF CORPORATION

42250, 00536, 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PROFESSIONAL MODIFICATIONS SERVICES, INC.
Ref. Number: W99000005318

RESUBMIT
Please give original
submission date, file date.

We have received your document for PROFESSIONAL MODIFICATIONS SERVICES, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Our records show no entity by this name.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 699A00010048

RECEIVED
99 MAR -4 PM 3:11
DIVISION OF CORPORATION

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROFESSIONAL MODIFICATION SERVICES, INC.**

99 MAR -3 PM 4:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Professional Modification Services, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Professional Modification Services, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for the name of the Corporation to be changed to "Avborne Heavy Maintenance, Inc."
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted and approved effective as of March 2, 1999 by the Corporation's (i) Board of Directors and (ii) sole shareholder.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 3, 1999.

PROFESSIONAL MODIFICATION SERVICES, INC.

By: _____


Marilyn Kuffner
Assistant Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVBORNE HEAVY MAINTENANCE, INC.**

ARTICLE I

The name of the corporation is AVBORNE HEAVY MAINTENANCE, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The Corporation is authorized to issue an aggregate total of Two Million (2,000,000) shares, all of which shall be designated Common Stock, having a par value of \$.001 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office in the State of Florida is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, City of Miami, County of Miami-Dade, State of Florida 33133, and the name of its registered agent at such office is Peter W. Klein, Esq..

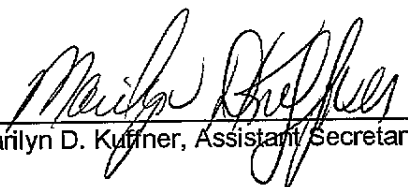
ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Assistant Secretary of the Corporation, has signed these Amended and Restated Articles of Incorporation this 3rd day of March, 1999.


Marilyn D. Kuffner, Assistant Secretary