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October 7, 2000

Spruce Creek Aircraft Sales, Inc. 1996 Ardmor Drive Daytona Beach, Fl 32124

Division of Corporations P.O. Box 6327 Taliahassee, FL 32314

ATT: Amendment Section

To Whom It May Concern:

Please find enclosed Articles Of Amendment to Articles Of Incorporation for Spruce Creek Aircraft Sales, Inc. Please include a certified copy of this amendment. Fee is included. Should you have further questions regarding this transaction please call me at 904-322-7454. Thank you for your assistance.

Sincerely,

Richard G. Chiavola

President

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SECRETARY OF STATE

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SPRUCE CREEK AIRCRAFT SALES, INC.
1996 ARDMOR DRIVE, DAYTONA BEACH, FL 32/24
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND ARTICLE VI. OFFICERS

THE PRESIDENT WILL BE RICHARD G. CHIAVOLA

1996 ARDMORDEIVE

DAYTONA BEACH, PL 32124

Wes THENER relinquishes position as Vice President.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

MRTICLE III. (Shares) as Follows: 1000/S HARES

1000/HARES RICHARD G. CHIAVOLA ASSOCIATIONS RICHARD G. CHIAVOLA ASSOCIATIONS THEND: The date of each amendment's adoption: DETOSER 3, 2000 FT. DETOSER 3, 2000

(· · · •	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Ø	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 3 ^{pl} day of OCTOBER, 19 2000.	
Signature /	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
(By a director if adopted by the directors)	
	OR
(By an incorporator if adopted by the incorporators)	
RICHARD G. CHIRVOIA Typed or printed name	
	INCORPORATOR
	tric .