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AN INTERSTATE LAW FIRM SERVING THE GREATER GULF COAST WITH OFFICES IN FLORIDA AND LOUISIANA

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Tuesday, November 14, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment and Amended Articles of Incorporation

700003467337--9
-11/16/00--01142--0114
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed and attached, please find a prepared Articles of Amendment and Amended Articles of Incorporation for FLORIDA AIRCRAFT EXCHANGE, INC. Also enclosed, please find a firm check made payable to the Department of State in the Amount of \$35.00 to cover the Amendment.

Thank in advance for your assistance. If you should have any questions, please feel free to give me a call. With warmest regards, I am

Very Truly Yours,

John S. Penton, Jr.

Encls.

called 11/28
need DATE of adoption

FILED
00 NOV 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notarized
AUTHORIZATION BY PHONE TO
CORRECT APP DATE of adoption
DATE 11/28
FOR SIGN. AEB

COVINGTON, LOUISIANA OFFICE
321 NORTH VERMONT STREET
COVINGTON, LOUISIANA 70433
(504) 893-5384

BATON ROUGE, LOUISIANA OFFICE
8939 JEFFERSON HIGHWAY - SUITE E
BATON ROUGE, LOUISIANA 70809
(225) 932-9671

Amend
REC 11/28
\$

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA AIRCRAFT EXCHANGE, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Amended Articles of Incorporation, a copy of which is attached hereto.

FIRST, The Amended Articles are attached hereto.

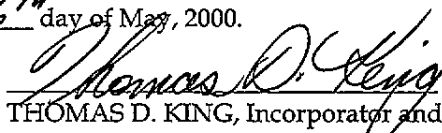
SECOND, The effective date of the Amended Articles is May 8, 2000.

THIRD, The Amended Articles continue to provide for the issuance of 100 shares of capital stock. Fifty-one (51) shares have been issued to a single shareholder.

FOURTH, The Amended Articles were adopted by the sole director of the corporation without shareholder action, and shareholder action was not required. The date of adoption is May 6, 2000.

Signed this 6th day of May, 2000.

Signature:


THOMAS D. KING, Incorporator and President
Director

FILED
00 NOV 16 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION OF FLORIDA AIRCRAFT EXCHANGE, INC.

In compliance with Chapter 607 and/or Chapter 621 of the Florida Statutes:

ARTICLE I

NAME

The name of the corporation remains as FLORIDA AIRCRAFT EXCHANGE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address for the company remains located at:

1040 Aquamarine Drive
Gulf Breeze, Florida 32561

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business. The duration of the Corporation shall be perpetual and its existence shall not be altered by the filing of these Amended Articles with the Florida Department of State.

ARTICLE IV

SHARES

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock with a par value of \$1.00 per share. Fifty-one (51) shares have been issued and are outstanding.

ARTICLE V

OFFICERS AND DIRECTORS

The Corporation now has one director: Thomas D. King. The number may be increased or diminished from time to time by the Bylaws of the corporation but shall never be less than one (1). Mr. King has also been elected to serve as the President, Treasurer and Secretary of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent is:

John S. Penton, Jr., Esq.
Penton, Wheeler & Spring, L.L.C.
226 South Palafox Place
The Seville Tower - Suite 106
Pensacola, Florida 32501

ARTICLE VII
DIRECTOR

The name and address of the director is:

Thomas D. King
1040 Aquamarine Drive
Gulf Breeze, Florida 32561

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned sole director has executed these Amended Articles of Incorporation this 6th day of May, 2000.


THOMAS D. KING
Florida Aircraft Exchange, Inc.

Having been named as registered agent and to accept service of process for the abovestated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JOHN S. RENTON, JR.

Registered Agent - Florida Aircraft Exchange, Inc.