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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 29 PM 12:54

FEDERAL EXPRESS

June 28, 2000

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


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*****43.75 *****43.75

Arawak Aviation, Inc.
Articles of Amendment of the Articles of Incorporation

Ladies and Gentlemen:

Enclosed herein are the original Articles of Amendment of the Articles of Incorporation on behalf of the captioned company, changing its corporate name to Reliance Aviation - Fort lauderdale, Inc. Also enclosed is a check in the amount of \$43.75 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Amendment to me in the enclosed self-addressed stamped envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,


Margaret O'D. Ryder
Legal Assistant

MOR

cc: Craig A. Brumfield (w/encls)

Amend. & 1/2

MOR/C.LTRCOV/297198/14215.001

V. SHEPARD JUL 14 2000

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DIVISION OF CORPORATION
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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
ARAWAK AVIATION, INC.**

1. The name of this corporation is Arawak Aviation, Inc., a Florida corporation (the "Company"), whose principal office address is 240 SW 34 Street, Fort Lauderdale, Florida 33315.
2. Article I, of the Articles of Incorporation of Arawak Aviation, Inc. is hereby deleted in its entirety and amended to read as follows:

"ARTICLE I - NAME AND BUSINESS ADDRESS

The name and business address of this corporation is Reliance Aviation - Fort Lauderdale, Inc. Its principal office address and business mailing address is 240 SW 34 Street, Fort Lauderdale, Florida 33315."

3. The foregoing amendment was adopted by all the Shareholders of the Company on June 23, 2000, by unanimous written consent of such shareholders entitled to vote.
4. 100 shares of the Company's 1,000 authorized shares of common stock, par value \$.01 per share, have been issued as of this date and as of the date of the adoption of the amendment.

IN WITNESS WHEREOF, the undersigned have duly executed the Articles of Amendment on this 28 day of June, 2000.

(Corporate Seal)

Arawak Aviation, Inc.

BY: C. Scott Albury
C. Scott Albury, President

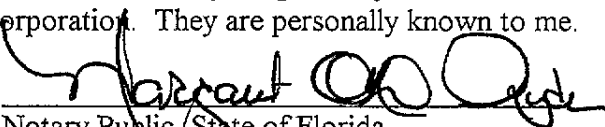
AND BY:


Craig A. Brumfield, Secretary

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 28 day of June, 2000 by C. Scott Albury and Craig A. Brumfield, the President and Secretary, respectively, of Arawak Aviation, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me.


Notary Public, State of Florida
Margaret O'D. Ryder

My Commission Expires: _____ (SEAL)

296319



Margaret O'D. Ryder
MY COMMISSION # CC555590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIN INSURANCE, INC.