

STATE OF ALABAMA
SHELBY COUNTY

FIRST AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
AIR ENGINEERS, L.L.C.

THIS FIRST AMENDMENT TO THE ARTICLES OF ORGANIZATION OF AIR ENGINEERS, L.L.C. is made by the undersigned on the date set forth below for purposes of reflecting the occurrence of the event or events hereinafter described.

RECITAL:

Air Engineers, L.L.C. is an Alabama limited liability company organized pursuant to those certain Articles of Organization dated October 28, 1993, and filed in the Office of the Judge of Probate of Shelby County, Alabama, at Book 1993, Page 33900. (Air Engineers, L.L.C. is hereinafter referred to as the "Company.") Virginia B. Bissell is one of the initial members of the Company. Virginia B. Bissell has dissociated from the Company in consideration of the Company's purchase of her interest as a member, and the remaining members of the Company, Harold E. Bissell and Jane P. Bissell, have consented in writing to the continuation of the Company following the dissociation of Virginia B. Bissell as a member of the Company. The parties wish to file this First Amendment to the Articles of Organization of the Company to reflect the foregoing.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing, the Articles of Organization are hereby amended as follows:

1. Name. The name of the limited liability company is Air Engineers, L.L.C.
2. Date of Filing of the Articles of Organization. The Company's Articles of Organization were filed in the Office of the Judge of Probate of Shelby County, Alabama, on October 28, 1993, which Articles are recorded at Book 1993, Page 33900.

149963.1

Burr Forman
3000 Southtrust Tower
B'ham, AL 35203

11/23/1993-37313
12:17 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NEL 15.00

Inst # 1993-37313

3. Amendments.

(a) Effective November 12, 1993, Virginia B. Bissell, an initial member of the Company dissociated by voluntary act from the Company. After the dissociation of Virginia B. Bissell, the names and mailing addresses of the remaining members of the Company are as follows:

Harold E. Bissell

4229 Old Brook Trail
Birmingham, AL 35243


Jane P. Bissell

4229 Old Brook Trail
Birmingham, AL 35243

(b) Following the dissociation of Virginia B. Bissell, the remaining members of the Company, Harold E. Bissell and Jane P. Bissell, have elected, by written consent, to continue the legal existence and business of the Company as provided in Code of Alabama § 10-12-37(3) (1975).

(c) Except as amended herein, the Company's Articles of Organization shall remain as originally stated.

IN WITNESS WHEREOF, the undersigned, as a Member of the Company, has executed this First Amendment to the Articles of Organization as provided by Code of Alabama § 10-12-13(2) (1975) on this 12th day of November, 1993.


Harold E. Bissell
Member

Inst # 1993-37313

11/23/1993-37313
12:17 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 15.00