

193932

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TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

January 2, 2002

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Fleetwing Corporation
No. 193932

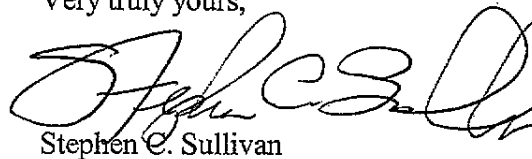
Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Amendment to the Articles of Incorporation for **FLEETWING CORPORATION**. Please file the original Articles of Amendment and date stamp the copy and return it to our office.

Also enclosed is a check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,


Stephen C. Sullivan

sr
Enclosure
Check \$35.00

02 JAN -4 AM 7:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JAN 11 2002

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FLEETWING CORPORATION

FILED
02 JAN -4 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority conferred by Section 607.1001(1) of the Florida Business Corporation Act ("the Act") and in accordance with the provisions of Section 607.1003(6) of the Act, the undersigned Florida Corporation adopts the following Amendment to its Articles of Incorporation:

Article III shall be deleted in its entirety and the following Article III shall be inserted in lieu thereof:

ARTICLE III – CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be Eleven Thousand (11,000), of which Two Hundred Fifty (250) shares having a par value of One Hundred Dollars (\$100.00) per share, shall be shares of voting common stock, Two Thousand (2,000) shares, having a par value of One Dollar (\$1.00) per share, shall be shares of non-voting common stock, and Eight Thousand Seven Hundred Fifty (8,750) shares, having a par value of One Hundred Dollars (\$100.00) per share, shall be shares of preferred stock.

The holders of the common stock, both voting and non-voting, and of the preferred stock, shall be entitled to receive, as and if declared by the Board of Directors of this Corporation, dividends thereon, payable out of the surplus profits of this Corporation, in such amount and at such date as may be determined by the Board of Directors. Such dividends shall be non-cumulative.

This Corporation may from time to time redeem the whole or any part of its preferred stock, at the discretion of the Board of Directors, upon paying in cash the face value thereof. At least thirty (30) days' notice of every such redemption shall be given to the holders of the stock to be redeemed, in such manner as shall be provided in the Bylaws of this Corporation, or from time to time by resolution of its Board of Directors. If at any time this Corporation shall determine to redeem less than the whole amount of its preferred stock then outstanding, the particular stock to be redeemed shall be ascertained in such manner as shall be provided in its Bylaws, or from time to time by resolution of its Board of Directors. Except as herein otherwise specifically provided, the Board of Directors shall have full discretion to prescribe and regulate from time to time the procedure to be followed and all details regarding redemption of the preferred stock.


In the event of any liquidation, dissolution, or winding up of the Corporation, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all declared but unpaid dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock, both voting and non-voting; and after payment to the holders of the preferred stock of the amounts payable to them as hereinabove provided, the remaining assets and funds of the Corporation shall be paid to and distributed among the holders of both the voting and non-voting common stock first to the extent of the par value per share (or pro rata portion thereof if there are insufficient assets to return the full par value to both voting and non-voting common stockholders) and thereafter the remaining assets shall be distributed to and among the holders of the voting and non-voting common stock in proportionate to the number of shares held by the holders of such shares.

Holders of voting common stock of this Corporation shall be entitled to one (1) vote for each and every share of common stock standing in his, her, or its name at any and all meetings of the stockholders of the Corporation. No holder of non-voting common stock or of preferred stock shall be entitled to cast any vote on account of ownership of any such non-voting common or preferred stock.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on the 26 day of October, 2000, to be effective for all purposes as of April 1, 2000. This Amendment has been adopted by the unanimous consent of the shareholders on the 26th day of October, 2000.

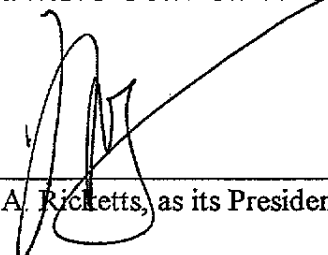
FLEETWING CORPORATION

ATTEST:



W.R. Elsberry, as its Secretary

By:



David A. Ricketts, as its President