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May 15, 2001

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VIA U.S. MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Sheltair Melbourne, Inc.

Dear Madam:

Enclosed please find two (2) original Certificates of Amendment to the Articles of Incorporation of the captioned corporation which we would appreciate your filing. Our check in the amount of \$35.00 is enclosed as your filing fee.

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

Kindest regards.

Sincerely,


SAAVEDRA, PELOSI & GOODWIN

Damaso W. Saavedra, Esq.

FILED
01 MAY 18 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

DWS:ag

Encls.

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May 15, 2001 9329.008

T. LEWIS MAY 23 2001

FILED
01 MAY 18 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

OF

SHELTAIR MELBOURNE, INC.

SHELTAIR MELBOURNE, INC., a corporation of the State of Florida, whose registered office is located at 4860 N.E. 12th Avenue, Ft. Lauderdale, Florida 33334, certifies pursuant to the provisions of the Bylaws of the Corporation and Florida law, that at a meeting of the Stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on April 27, 2001, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that **Article VII** of the Articles of Incorporation is amended to read as follows:

"ARTICLE VII - DIRECTORS

The number of directors for this corporation may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than three (3), and the voting procedure for this Corporation, as well as the election of Directors by the Shareholders, shall be governed by the Voting Agreement executed on the 27 day of April, 2001. In the event of a conflict between the Voting Agreement and the Bylaws, and or these Articles, the terms of the Voting Agreement shall prevail."

Signed on April 27, 2001

SHELTAIR MELBOURNE, INC.

By

Gerald M. Holland, Inc.
Gerald M. Holland, President

Richard A. Hahner, Secretary

JOHN SCHMATZ