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Secretary of State
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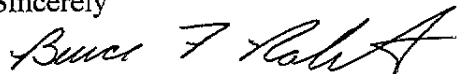
Re: United Helicopter Corporation

Dear Sirs or Madam,

Enclosed please find the Articles of Amendment for United Helicopter Corporation Inc. and a check for \$43.75 to cover the various costs of filing this charter.

If you have any questions, or if I can be of any service please do not hesitate to call or contact me.

Sincerely



Bruce F. Roberts
Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

UNITED HELICOPTER CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to its Articles of Incorporation and Bylaws, the following provision of the Articles of Incorporation of United Helicopter Corporation, a Florida corporation, filed in Tallahassee, Florida on May 30, 2000, be and they hereby are amended in the following particulars:

ARTICLE IV which originally read as:

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100,000 Shares of common stock which shall be designated "Common Shares", with a \$1.00 par value.

Is hereby amended to read as follows:

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 150,000 Shares of common stock which shall be designated "Common Shares", with a \$1.00 par value.

The foregoing Amendment was adopted by written consent of all shareholders entitled to vote, and unanimous consent of the directors of the Corporation on this 31st Day of August, 2000.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31st day of August, 2000. We hereby make and file in the office of the Secretary of State of the State of Florida this Document, and certify that the facts herein are true.

Signed and Sealed in the
presence of:

Robert A. Lepore
Witness

Sidney M. Evans
Sidney M. Evans, President

Bruce F. Hall
Witness

Rawlins L. Reeves
Rawlins L. Reeves, Secretary