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Wollinka & Wollinka

Attorneys-at-Law

Est. 1971

PLEASE REPLY TO ADDRESS BELOW:

P. O. Box 3649 Holiday, FL 34690-0649

E-mail: www.wollinka.com Website: www.wollinka.com

October 27, 2000

Jerome E. Wollinka, Esq.

(1936 - 1992)

Pinellas County Office:

180 Alternate 19 N. Palm Harbor FL 34683

Phone: (2

Secretary of State Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: ARTICLES OF AMENDMENT

UNITED HELICOPTER CORPORATION

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Gentlemen:

David J. Wollinka, Esq.

Pasco County Office:

2312 U.S. Highway 19

Phone: (727) 937-4177

Fax: (727) 934-3689

Holiday, FL 34691

Enclosed please find duplicate original Articles of Amendment to Articles of Incorporation for United Helicopter Corporation, as referenced above. Please file said Amendment to Articles and return a certified copy to this office. Enclosed is a check payable to the Secretary of State for the following:

Filing Fee \$ 35.00
Certified Copy \$ 8.75
Certificate of Standing \$ 8.75
Total Check: \$ 52.50

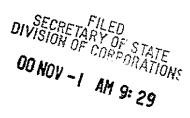
If you have any questions or additional requirements, please contact the undersigned. Thank you for your cooperation in this matter.

Very truly yours

David J. Wollinkaze

DJW:bc Enclosures

Amend.



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNITED HELICOPTER CORPORATION

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: <u>ARTICLE IV - CAPITAL STOCK</u>, is amended as follows:

This corporation is authorized to issue 100,000 shares of common stock which shall be designated "Common Shares", with a \$1.00 par value. The issuance of such Common Stock or authorization of additional shares of Common Stock shall be prohibited without the unanimous consent of the existing Shareholders unless authorized by a valid Subscription Agreement. All existing shares of stock and any issued pursuant to the unanimous consent of the existing Shareholders shall be affixed with a notation on the face of such Certificates that a restriction to the transfer of shares exists.

SECOND: Amendment adopted: <u>ARTICLE VI - NUMBER OF DIRECTORS</u>, is amended as follows:

The corporation shall have three (3) directors who shall serve until their resignation or removal by unanimous consent of the existing Shareholders.

THIRD: The date of the Amendment's adoption is September 22, 2000.

FOURTH: The Amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 22nd day of September, 2000.

UNITED/HELICOPTER CORPORATION

Sidney M. Evans, President