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October 27, 2000

Jerome E. Wollinka, Esq.

(1936 - 1992)

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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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-11/01/00--01087--003
*****52.50 *****52.50

Gentlemen:

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. Wollinka
David J. Wollinka

DJW:bc
Enclosures

Amend.

V. SHEPARD NOV 14 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED HELICOPTER CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -1 AM 9:29

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: ARTICLE IV - CAPITAL STOCK, 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: ARTICLE VI - NUMBER OF DIRECTORS, 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

By: 
Sidney M. Evans, President