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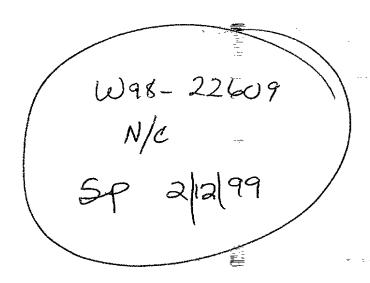
Office: 150-30 132nd Avenue • Suite 208 • Jamaica, NY 11434 Tel: (718) 276-3000 • Fax: (718) 712-1222 • E-Mail: jfk@alba-wheelsup.com

9/23/98

As per your request, attached in a ck for the filing fee certific copy and certificate of status.

Thank You,

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 6, 1998

WHEELS UP INTERNATIONAL, INC. ONE EXCHANGE PLACE, STE. 501 JERSEY CITY, NJ 07302-3911

SUBJECT: ALBA FORWARDING CO., INC.

Ref. Number: P29866

We have received your document for ALBA FORWARDING CO., INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurance of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 098A00049564



AIRPORT OFFICE
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LTR-2422

February 3, 1999

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

Gentlemen:

Attached please find our application by a foreign corporation to amend our name. We previously filed this application on September 23, 1998. However, it was rejected because the original certificate of amendment was more than 90 days old.

We have also enclosed the required certified certificate of amendment from New York State dated within 90 days of this application.

You are currently holding funds from our previous application, and we ask that you apply them towards this new application.

Should you have any questions, please do not hesitate to contact the undersigned.

Thanking you, we are,

Very truly yours,

ALBA WHEELS UP INT'L_INC.

mag/

Mary Ann/Gajdos Administration

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

ALBA Forwarding Co. , I	Evc.
Name of corporation as it appears on the records of	the Department of State.
New Yark	6/18/90
Incorporated under laws of	Date authorized to do business in Florida
SECTION II (4-7 COMPLETE ONLY THE APPLICAT	BLE CHANGES)
If the amendment changes the name of the corporation, when was t	the change effected under the laws of
its jurisdiction of incorporation? January 27, 119	<u>*</u> . —
ALBA Wheels Up Interna	FONAT SNC.
Name of corporation after the amendment, adding suffix "corporation" "companion contained in new name of the corporation.	my" or "incorporated," or appropriate abbreviation, if
. If the amendment changes the period of duration, indicate new peri	iod of duration.
New Duration	PRETAR THE DAY Invited in the Control of the Contro
. If the amendment changes the jurisdiction of incorporation, indicate	e new jurisdiction.
New Jurisdiction Signature	2/2/99-
SAlvatore J. Stile, El Typed or printed name	President

State of New York Department of State State

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JAN 27 1999



Special Deputy Secretary of State

DOS-1266 (5/96)

F980127000525

CERTIFICATE_OF_AMENDMENT

OF

ŲNI-37

CERTIFICATE OF INCORPORATION

OF

ALBA FORWARDING CO. INC.

Under Section 805 of the Business Corporation Law

The undersigned, being the sole shareholder of Alba Forwarding Co. Inc., a New York corporation, hereby certifies:

FIRST: The name of the corporation is ALBA FORWARDING CO.
-INC. (the "Corporation").

SECOND: The certificate of incorporation of the Corporation was filed by the department of state on March 22, 1949.

THIRD: Paragraph FIRST of the certificate of incorporation Of the Corporation, setting forth the name of the Corporation, is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation shall be ALBA WHEELS UP INTERNATIONAL INC."

FOURTH: The amendment to the certificate of incorporation of the Corporation was approved by the unanimous written consent of the Board of Directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned executes this document and affirms that the statements made herein are true under the penalties of perjury, this 12th day of January, 1998.

Salvator J. Stile II.

Sole Shareholder

By Dorel M. Moson, a Homey in Fact