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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

FLIGHTSTAR AIRCRAFT SERVICES INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02-3 |
| Estimated Charge | \$35.00 |

AMEND
11-23

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 19, 1999

FLIGHTSTAR AIRCRAFT SERVICES INC.
3750 N.W. 28TH STREET
MIAMI, FL 33142

SUBJECT: FLIGHTSTAR AIRCRAFT SERVICES INC.
REF: P97000042037

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The date of adoption of each amendment must be included in the document.

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000029540
Letter Number: 899A00055605

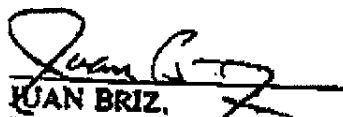
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AMENDMENT TO ARTICLES OF INCORPORATION FOR FLIGHTSTAR AIRCRAFT SERVICES INC.

1. The name of the Corporation is FLIGHTSTAR AIRCRAFT SERVICES INC.
2. The Corporation hereby amends Articles III of its Articles of Incorporation to provide that the number of authorized shares shall be One Thousand Shares of no par value.
3. Articles VII of the Articles of Incorporation are hereby amended to provide that the number of Directors shall be four (4) and their names and addresses along with the names of corporate officers are:
 - a. Gerardo Hernandez, President
 - b. Ramon Rivera, Vice President
 - c. Juan Briz, Treasurer
 - d. Thomas G. Sherman, Vice-President/Secretary
4. The registered agent of the Corporation shall be Thomas G. Sherman, Esq., 218 Almeria Avenue, Coral Gables, Florida 33134.
5. This amendment is ratified and approved by unanimous vote of the Directors of the Corporation, and by the corporate officers as designated below.
6. Shareholder approval was not required for this amendment.

This amendment was adopted on the 18th Day of November, 1999.

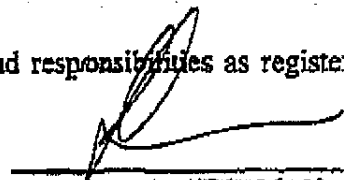

 GERARDO HERNANDEZ,
 President/Director


 JUAN BRIZ,
 Treasurer/Director


 RAMON RIVERA,
 Vice President/Director


 THOMAS G. SHERMAN,
 Vice President/Secretary/Director

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


 THOMAS G. SHERMAN

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