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TO: DIVISION OF CORPORATIONS

(850) 922-4000

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FROM: HODGSON, RUSS, ANDREWS, ET AL

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ACCT#:

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NAME: FLORIDA WINGS, INC.

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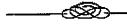
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August 24, 1998

VIA FAX NO. (850) 922-4000

Secretary of State Corporation Division 409 E. Gaines Street Tallahassee, Florida 32302

Dear Sir/Madam:

Re: FLORIDA WINGS, INC.

Attached are the Articles of Amendment of Articles of Incorporation of Florida Wings, Inc. hereby submitted for electronic filing.

Please charge our account accordingly and forward a certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP

Tracey A. Testa

Corporate Paralegal

tat

Attachment

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ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

FLORIDA WINGS, INC.



Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Donald B. Baker, being the President of Florida Wings, Inc. (the "Corporation"), does hereby certify:

- 1. The name of the Corporation is Florida Wings, Inc.
- 2. Article III of the Articles of Incorporation, which provides that the aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 common shares of the par value of \$1.00 per share, is hereby amended to (i) change of the par value of such authorized shares, whether issued or unissued, to \$.10 per share, (ii) divide the 2,741 presently issued and outstanding common shares of the Corporation into 10,000 common shares and (iii) change the voting rights of such 10,000 common shares so that 100

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shares of the par value of \$.10 per share shall be voting common shares and 9,900 shares of the par value of \$.10 per share shall be non-voting common shares. To effect such amendments, Article III of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) shares of which one hundred (100) shares of the par value of \$.10 per share shall be designated voting common shares (Class A Voting Common Shares) and nine thousand nine hundred (9,900) shares of the par value of \$.10 per share shall be designated non-voting common shares ("Class B Non-Voting Common Shares"). holders of the Class B Non-Voting Common Shares shall not be entitled to vote at any meeting of shareholders or otherwise to receive notice of any meeting of shareholders. The Class B Non-Voting Common Shares shall not be included in determining a quorum for the transaction of any business or the number of shares voting or entitled to vote on any matters to be voted on by the shareholders of the Corporation."

and outstanding common shares of the par value of \$1.00 per share. As a result of the foregoing amendments, each of such 2,741 shares were changed into .0365 voting and 3.6118 non-voting common shares of the par value of \$.10 per share. As a result of such change, all of the authorized shares of the Corporation shall be issued and outstanding and there shall be one hundred (100) Class A Voting Common Shares and nine thousand nine hundred (9,900) Class B Non-Voting Common Shares issued and outstanding.

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The stated capital of the Corporation shall be decreased from \$2,741 to \$1,000 as a result of the foregoing amendments.

4. The foregoing amendments were authorized by the unanimous written consent of the Board of Directors of the Corporation on August 22, 1998 followed by the written consent on August 22, 1998 of the holders of all of the outstanding shares of the Corporation entitled to vote thereon. The number of votes cast for the foregoing amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Incorporation this <u>20</u> day of August, 1998.

Donald E. Baker, President

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