

AUG 24 '98 10:19 TO-18509224000

FROM-HODGSON & RUSS

T-105 P.02/05 F-931

8/24/98  
9:29 AM

524077  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
(((H98000015697 9)))

TO: DIVISION OF CORPORATIONS  
(850)922-4000

FAX #:

FROM: HODGSON, RUSS, ANDREWS, ET AL  
072720000242

ACCT#:

CONTACT: TRACEY A. TESTA  
PHONE: (561)394-0500  
(561)394-3862

FAX #:

NAME: FLORIDA WINGS, INC.  
AUDIT NUMBER.....H98000015697  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....1

PAGES..... 3  
DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

8/24


Amendment  
8/24/98  
DC

FILED  
98 AUG 24 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 24 '98 10:19 TO-18509224000

FROM-HODGSON & RUSS

T-105 P.01/05 F-931

  
**HODGSON RUSS**  
**ANDREWS**  
**WOODS &**  
**GOODYEAR<sup>LLP</sup>**  
ATTORNEYS AT LAW

H98000015697 9

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

By:

*Tracey A. Testa*  
Tracey A. Testa  
Corporate Paralegal

tat

Attachment

H98000015697 9

BOCA:105209\_1  
20865.0010

2000 Glades Road  
Suite 400  
Boca Raton, FL 33431-8599  
561-394-0500 BOCA RATON  
561-736-2177 PALM BEACH  
954-764-2440 BROWARD  
FAX: 561-394-3862  
INTERNET: [www.hodgsonruss.com](http://www.hodgsonruss.com)  
EMAIL: [bocalaw@hodgsonruss.com](mailto:bocalaw@hodgsonruss.com)

*Albany*  
*Boca Raton*  
*Buffalo*  
*New York*  
*Rochester*  
*Toronto*  
*West Palm Beach*

Susan K. Baunet, P.A.  
Lawrence R. Beyer  
Larry Cowman, P.A.  
George F. deClair  
Anthony L. Dizon, P.A.  
Richard A. Goetz, P.A.  
Michael H. Gorn, P.A.  
James M. Hankins, P.A.  
Paul E. Roman  
Thomas E. Sliney, P.A.

James A. Porter, P.A.  
Of Counsel

RESIDENT IN NEW YORK

Paul R. Comeau  
Mark S. Klein  
Stephen M. Newman

Jeffrey S. Geller  
Elana K. Scoler

H98000015697 9

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FLORIDA WINGS, INC.**

---

**FILED**  
98 AUG 24 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**THIS INSTRUMENT PREPARED BY:**

Elena K. Scoler, Esq.  
Hodgson, Russ, Andrews, Woods & Goodyear, LLP  
2000 Glades Road, Suite 400  
Boca Raton, FL 33431; (561) 394-0500  
Florida Bar No. 0135320

H98000015697 9

H98000015697 9

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"). The 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."

3. Immediately prior to the foregoing amendments, there were 2,741 issued 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.

H98000015697 9

H98000015697 9

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 20, 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 20 day of August, 1998.

  
Donald E. Baker, President

BOCA:102155\_1

H98000015697 9