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| (Requestor's N. | ame) MERIA AVENUE | |
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| CORAL GABLES, FI | J 33134 – (305) 445-2700 | OFFICE USE ONLY |
| (City, State, 2 | (Phone #) | |
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| CORPORATION NA | ME(S) & DOCUMENT NUMB | BER(S) (if known): |
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| NEW FILINGS | AMENDMENTS | AR OF T |
| Profit | Amendment | SSEN |
| NonProfit | Resignation of R.A., Officer/ | Director PART TO |
| Limited Liability | Change of Registered Agent | 021 2 |
| Domestication | Dissolution/Withdrawal | A G |
| Other | Merger | |
| | | |
| OTHER FILINGS | REGISTRATION/ QUALIFICATION | MONTARD 9500 TO HOLZIYIS |
| Annual Report | Foreign | 98 DEC 21 #M 8: 29 |
| Fictitious Name | | DO WASSE |

Examiner's Initials

Limited Partnership

Reinstatement =

Trademark

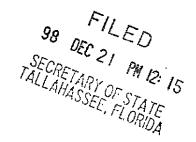
Other

CR2E031(10/92)

Name Reservation

ARTICLES OF AMENDMENT

TO



ARTICLES OF INCORPORATION

OF

DECEMBER AIR, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

M. Burl Bass

Vice-President:

Walter G. Zimmer

Secretary:

Judy F. Bass

Treasurer:

ludy F. Bass

SECOND:

Article 5 shall be amended to state:

President:

M. Burl Bass

Vice-President:

Walter G. Zimmer

Secretary:

Judy F. Bass

Treasurer:

James E. Snyder

whose addresses shall be the same as the principal address of the Corporation.

THIRD:

The date of the adoption of this amendment is the 7 December 1998.



FOURTH:

The amendment was adopted by the Board of Directors. No Shareholder

action was required for adoption.

FIFTH:

This amendment shall be effective upon the filing with the Secretary of State

of Florida.

Signed this 7 December 1998.

Burl M. Bass, Chairman of the Board of

Directors

ARTAMEND, PRES