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LAW OFFICES
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June 25, 1999

Secretary of State
Attn: Amendment Filing Dept.
P.O. Box 6327
Tallahassee, FL 32314

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-06/28/99--01068--012
****43.75 ****43.75

RE: Filing of Amendment for Chart Air, Inc.

Dear Sir/Madam:

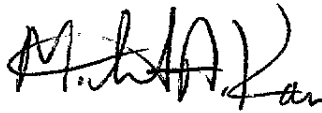
Enclosed herewith please find the original Articles of Amendment to the Articles of Incorporation of Chart Air, Inc. together with a certified file stamp copy.

Also enclosed is our firm's check payable to Florida Secretary of State in the amount of \$43.75 for the filing fee and a certified copy of the Amendment. Please contact us immediately if there are any problems with filing or otherwise.

With kind regards, we are

Very truly yours,

KAMEN & ORLOVSKY, P.A.



Michael A. Kamen

*Amend
6-29-99
MS*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures: [as noted]

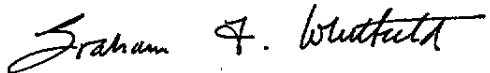
**ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF CHART AIR, INC.**

We, the undersigned, being Vice President, a duly authorized officer and Director of CHART AIR, INC., hereby certify that the following amendment to the Articles of Incorporation was unanimously adopted on June 9, 1999 by all Shareholders and all Directors:

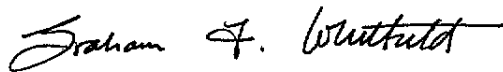
ARTICLE 4 shall be amended to read as follows:

"The corporation shall have authority to issue 1,000,000 shares of
common stock with a par value of \$.01 per share."

IN WITNESS WHEREOF, we hereby set our hands and seals this 24 day of June, 1999.



GRAHAM F. WHITFIELD, VICE-PRESIDENT



GRAHAM F. WHITFIELD, DIRECTOR

CLERK OF STATE
TALLAHASSEE, FLORIDA

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