

283006

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BASIC AMENDMENT

PARADISE ISLAND AIRLINES, INC.

Certificate of Status	0
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Amendment

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PARADISE ISLAND AIRLINES, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of PARADISE ISLAND AIRLINES, INC., a Florida corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #283006 does hereby certify:

Pursuant to a Written Consent of the Sole Director and Majority Shareholder of said Corporation dated December 27th 1999, the Sole Director and Majority Shareholder approved the following amendment to the Corporation's Articles of Incorporation increasing the number of shares of authorized stock as follows:

Article IV of the Corporation's Articles of Incorporation shall be amended as follows:

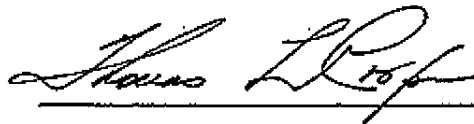
**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be five million (5,000,000) shares of common stock, par value \$.01 per share.

The foregoing amendment was adopted by the Sole Director and Majority Shareholder of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President this 27th day of December, 1999.

PARADISE ISLAND AIRLINES, INC.



Thomas L. Cooper
President and Sole Director

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