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BASIC AMENDMENT

AEROSTAT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST ARTICLES OF AMENDMENT

OF

AEROSTAT, INC.

Article VII, DIRECTORS, of the Articles of Incorporation of AEROSTAT, INC. is hereby deleted in its entirety and the following is inserted in its place:

ARTICLE VII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

The foregoing First Amendment was adopted by the Directors and Shareholders of this Corporation the 30th day of January, 2002, and the number of votes cast for the amendment by the Shareholders was sufficient for approval.

The effective date of the First Articles of Amendment shall be the 31st day of January, 2002.

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382963
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IN WITNESS WHEREOF, the undersigned **LEWIS A. PUCKETT**, as President and Secretary, executed this First Articles of Amendment effective this 31st day of January, 2002.

AEROSTAT, INC.

By: 
LEWIS A. PUCKETT, President

ATTEST:


LEWIS A. PUCKETT, Secretary

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
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