

Full Service FBO
www.marathonflight.com

Marathon
EST. 1967
Flight Services

Kissimmee Municipal Airport
Gateway to the Worlds

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-06/28/00--01044--004
*****43.75 *****43.75

June 15, 2000

Amendment Section
Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 JUN 28 AM 9:23
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed is the Articles of Amendment to the Articles of Incorporation of Marathon Flight School, Inc., and a copy of the minutes of the meeting of Shareholders and Directors of Marathon Flight School, Inc., held on June 14, 2000 approving the amendment to Article I, and an addition to Article II. These changes are effective today, June 15, 2000.

Our check for \$35.00 is enclosed, plus \$8.75 for a certified copy.

Sincerely,

Jeanne P. Birks

NC Amend
7-12-00
BBS

Jeanne P. Birks
Corporate Secretary

* How do we get a new Corporate Seal?

301 Dyer Boulevard • Kissimmee, Florida 34741
800-327-9123 (US) • 407-846-6128 (FL) • 407-846-0382 (Fax)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 JUN 28 AM 9:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

Marathon Flight School, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amend

Article I. The name of the corporation shall be changed to Marathon Flight Services, Inc.

Add

Article II. The general nature of the business to be transacted is: [⊗] To provide services to aircraft, including fueling, ground services, storage, maintenance, and to arrange for or provide such additional services as may be necessary to the conduct of such business.

⊗ This addition should be inserted as the first "nature of business" - followed by the sentence about aircraft flight instruction and paragraph "To manufacture ..."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: June 15, 2000

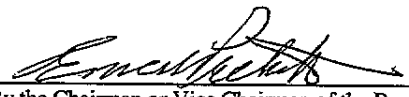
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6-15 day of 2000

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Ernest Pretsch
Typed or printed name

Chairman - Board of Directors
^{Title}
and President of corporation