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LAW OFFICES

REX B. GUTHRIE

SUITE 4950 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-4962

TELEFAX (305) 358-9205

June 5, 1998

200002551092-- 4
-06/08/98--01070--009
*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Flying Boat, Inc. (Pan Am Air Bridge)

200002551092-- 4
-06/08/98--01070--010
*****52.50 *****52.50

Dear Sirs/Madam:

Enclosed please an original and one copy of an Certificate of Amendment to Certificate of Incorporation of Flying Boat, Inc., Changing its Name to Pan Am Air Bridge, Inc.

Also enclosed you will find my check in the amount of \$35.00 for the filing fee and a check in the amount of \$52.50 for a certified copy of the amendment. A self-addressed stamped envelope is enclosed for your convenience.

Should you have any questions concerning the foregoing, please call me.

Sincerely,



REX B. GUTHRIE

RBG/sp

Enclosure

FILED
98 JUN -8 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
6-11-98
CC

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION
OF FLYING BOAT, INC.
CHANGING ITS NAME TO PAN AM AIR BRIDGE, INC.

The undersigned Bill Jones, President and Rex B. Guthrie, Assistant Secretary, respectively, of Flying Boat, Inc., do hereby certify that the following is a true and correct copy of the Resolution duly adopted by the Directors and all Stockholders of said corporation at a meeting held May 1st, 1998, and which Resolution is as follows:

“WHEREUPON, on motion duly made and seconded and unanimously carried, it was:

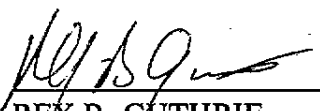
“RESOLVED: That Article I - Name on the Certificate of Incorporation of the Corporation be amended to read as follows:

ARTICLE I - NAME
The name of this corporation is:

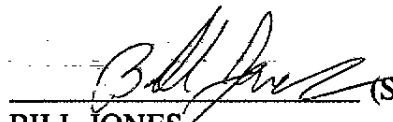
PAN AM AIR BRIDGE, INC.

We further certify that the above Resolution is identical in wording with the Resolutions of the Board of Directors and all Stockholders, and that the foregoing has not been modified or changed in any way and is at the time of this certificate in full force and effect.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals this 1st of June, 1998.



REX B. GUTHRIE (Seal)
Asst. Secretary



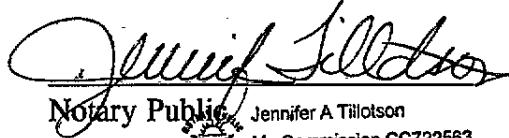
BILL JONES (Seal)
President

BILL JONES, President, and REX B. GUTHRIE, Assistant Secretary, respectively of Flying Boat, Inc., to me well known to be the individuals who subscribed to the foregoing Certificate as President and Assistant Secretary, respectively, of Flying Boat, Inc., for the uses and purposes therein expressed.

98 JUN -8 AM 11:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at

Miami, Dade County, Florida this 1 day of June, 1998.



Notary Public Jennifer A Tillotson
My Commission CC722563
Expires March 8, 2002



Print Name Notary Public

My Commission Expires: