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PROFESSIONAL ASSOCIATION

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March 24, 1998

**VIA AIRBORNE EXPRESS**

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 AM 11:43

**Re: Flyer Holding Corp.**


000002468060--5  
-03/25/98--01065--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

Enclosed please find our check for \$87.50, this amount represents a \$35 filing fee to file an Amendment to the Articles of Incorporation and \$52.50 for a certified copy of the Amendment for the above-described corporation.

Also enclosed is a copy of this letter and a copy of the Amendment to the Articles of Incorporation which should be date stamped and forwarded to us in the enclosed self-addressed stamped envelope.

Sincerely,



Olga Giberga-Lee  
Legal Assistant

Enclosures

Amend + N.C.  
3-26-98  
CC

WRITTEN CONSENT IN LIEU OF  
A SPECIAL MEETING AND WAIVER OF NOTICE  
OF THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF  
FLYER HOLDING CORP.

The undersigned, being the sole Shareholder and all of the Directors of FLYER HOLDING CORP., a Florida corporation (hereinafter "Corporation"), hereby consent to the taking of the following action in lieu of a Special Meeting of the Directors, pursuant to 607.0821 of the Florida Business Corporation Act and hereby waive notice to be given in connection therewith pursuant to 607.0823 of such Act.

The undersigned sole Shareholder and Directors unanimously consent to the adoption of the following resolutions:

1. Resignation of Judith Marcum Mandt. That the resignation of Judith Marcum Mandt as Vice President of the Corporation is hereby accepted, effective immediately, and that the original of said resignation be inserted in the Corporation's minute book immediately following this Written Consent.

2. Amendments to Articles of Incorporation. Pursuant to the provisions of Section 607.1006, Florida Statutes, that Articles I, IV, VI and VII of the Articles of Incorporation of the Corporation be and the same hereby are amended, and that an Amendment to the Articles of Incorporation of Corporation, in the form appearing immediately following this Consent, be filed with the Secretary of State's office in Tallahassee, Florida, said Amendment providing for the following changes:

ARTICLE I

NAME

The name of the Corporation is IMPRESSIVE SOLUTIONS, INC. ("Corporation").

ARTICLE IV

CAPITAL STOCK

Effective immediately, the Corporation shall change its authorized capital from one thousand (1,000) shares common stock at \$1.00 par value, to ten thousand (10,000) shares of common stock at \$1.00 par value.

ARTICLE VI

REGISTERED AGENT

The name of the registered agent of the Corporation is Legal Assets, Inc. The street address of the registered office of the Corporation in the State of Florida is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

FILED  
SECRETARY OF STATE  
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## ARTICLE VII

### PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 201 Kelsey Lane, Tampa, Florida 33619.

3. Board of Directors. That the following persons be, and they hereby are, effective immediately, appointed as members of the Board of Directors until their successors are duly elected and qualified, or until their earlier resignation:

Richard D. Mandt  
Joseph D. Mandt  
A.J. Marcum Mandt

4. Election of Officers. That the following persons be and they hereby are elected to the office set forth opposite their respective names to serve at the pleasure of the Board of Directors until their successors have been duly elected and qualified, or until their earlier resignation:

<u>Name</u>		<u>Office</u>
Patrick Curtain	-	President
A.J. Marcum Mandt	-	Vice President and Assistant Secretary
Steven P. McKinnon	-	Vice President and Assistant Secretary
James H. Tucker	-	Treasurer and Assistant Secretary
Richard D. Mandt	-	Secretary

5. Issuance of Additional Shares.

(a) ACKNOWLEDGMENT OF SUBSCRIPTIONS. The Corporation hereby acknowledges that partial subscriptions were received by it and are hereby accepted by it from the person, in the amount and for the partial consideration set forth below:

<u>Subscriber</u>	<u>Number of Shares Subscribed For</u>	<u>Consideration</u>
Richard D. Mandt	900	\$900.00

(b) PAYMENT OF SUBSCRIPTIONS. The officers of the Corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.

(c) **NONASSESSABILITY.** On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

(d) **ALLOCATION OF PROCEEDS.** Of the consideration received by the Corporation for the capital stock to be issued hereunder, \$1.00 shall be allocated to the capital stock account of the Corporation for each share issued.

6. **Registered Agent and Registered Office.** That Legal Assets, Inc., located at 1401 Brickell Avenue, Suite 700, Miami, Florida 33131 be, and it hereby is, appointed Registered Agent and Registered Office of the Corporation.

7. **Necessary Action by Officers.** That the proper officers of the Corporation take the necessary actions to effectuate the foregoing resolutions.

8. **Ratification of Prior Meetings.** That any and all actions taken on behalf of the Corporation, from its inception to date, by any of its officers and/or directors, are hereby confirmed, approved and ratified.

IN WITNESS WHEREOF the Directors have executed this Written Consent as of the 2nd day of January, 1998.



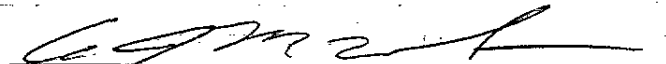
RICHARD D. MANDT, Sole Stockholder  
and Director

*all Personally Known*

SWORN TO AND SUBSCRIBED  
BEFORE ME, THIS 2nd DAY  
OF January, 19 98  
Donice K. Payne  
NOTARY PUBLIC, STATE OF FLORIDA



JOSEPH D. MANDT, Director



A.J.M. MANDT, Director

201 KELSEY LANE, P.O. BOX 5059  
TAMPA, FLORIDA 33675-5059 USA

