

F44483

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(City/State/Zip/Phone #)

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(Business Entity Name)

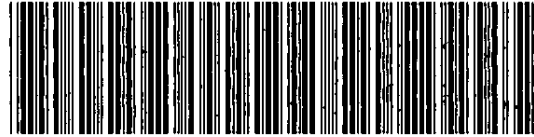
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Reavis
7-15-08

DELL GRAHAM

JOHN D. JOPLING* CARL B. SCHWARTZ† ELLEN R. GERSHOW‡ DALE J. PALESCHIC JENNIFER C. LESTER DAVID M. DELANEY
ELIZABETH M. COLLINS KEVIN A. MCNEILL SUSAN M. SEIGLE ANDREI A. BOYARSHINOV ELIZABETH S. MCKILLOP ANDREW A. MOREY

July 10, 2008

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Gulf Atlantic Airways, Inc.
Articles of Amendment to Articles of Incorporation

Dear Sir or Madame:

Enclosed please find Articles of Amendment to Articles of Incorporation of Gulf Atlantic Airways, Inc., and a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 charge for a certified copy. Please file the Articles of Amendment and return a certified copy to the undersigned.

Thank you very much.

Sincerely,



Ellen R. Gershow

ERG/sh
Enclosures

**Articles of Amendment to Articles of Incorporation
of
Gulf Atlantic Airways, Inc.**

I. Pursuant to the provisions of section 607.1006, Florida Statutes, the **Florida Profit Corporation** adopts the following amendment to its Articles of Incorporation:

Article III – Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of voting common Stock and 10,000 shares of non-voting common Stock, each having a par value of \$1.00 per share.

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

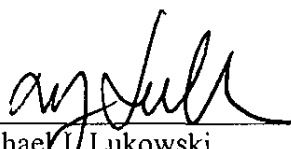
II. The date of each amendment(s) adoption: July 8, 2008.

III. Adoption of amendment

The amendment was approved by the shareholders and by the board of directors. The number of votes cast for the amendment by the shareholders and by the board of directors was sufficient for approval.

Signed this 8 day of July, 2008.

Signature



Michael J. Lukowski
President

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TALLAHASSEE, FLORIDA