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LANSING, MICHIGAN

January 27, 1998

Via Federal Express

Florida Department of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

500002417595-7
-01/30/98-01097-018
*****35.00 *****35.00

Re: ATC Leasing Company

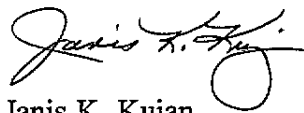
Dear Sir/Madam:

Enclosed for filing with your office you will find an Application By Foreign Corporation To File Amendment To Application For Authorization To Transact Business In Florida, together with our firm check in the amount of \$35.00 for your filing fee.

Upon filing, please return the filed documents to me in the enclosed Federal Express return envelope.

Please call me if you have any questions concerning the enclosed. Thank you for your assistance in this matter.

Very Truly Yours,



Janis K. Kujan
Legal Assistant

JKK/jmm
Enclosures

DET03/184498.1

FILED
98 JAN 30 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LJS 2-3-98

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
98 JAN 30 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. ATC LEASING COMPANY
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: MICHIGAN
3. Date authorized to do business in Florida: 11-24-97

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?


1-26-98

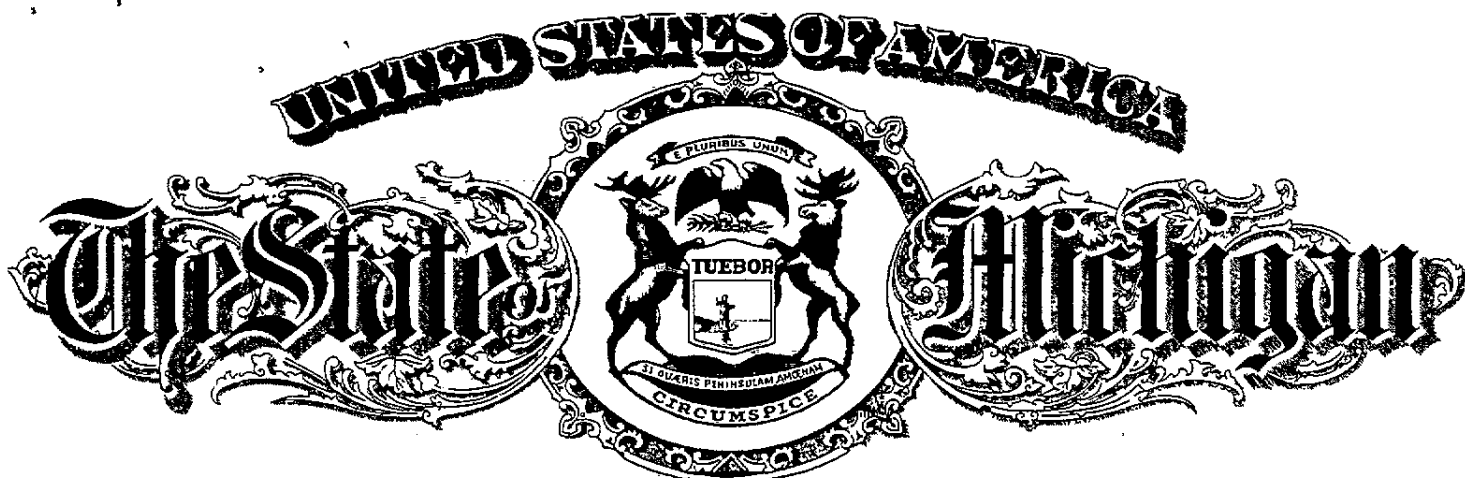
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

NAPLES JET CHARTER, INC.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

 _____
Signature Date
Name and Title
James H. Kabceñell, Vice President



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

ATC LEASING COMPANY was incorporated as a Michigan profit corporation on November 7, 1997.

I FURTHER CERTIFY that a Certificate of Amendment to the Articles of Incorporation, amending Article I, was filed on January 26, 1998, changing the corporate name to NAPLES JET CHARTER, INC.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
98 JAN 30 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 26th day of January, 1998.

SEAL APPEARS ONLY ON ORIGINAL

Julie Croll, Director
Corporation, Securities and Land Development Bureau