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AMENDMENTS	
☒	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

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97 NOV -6 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

11/7 Jon Amend C.C.

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHALLENGE AIR CARGO, INC.

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TALLAHASSEE, FLORIDA

The name of the Corporation is CHALLENGE AIR CARGO, INC.

The following Articles of the Articles of Incorporation
of CHALLENGE AIR CARGO, INC. are amended to read as follows:

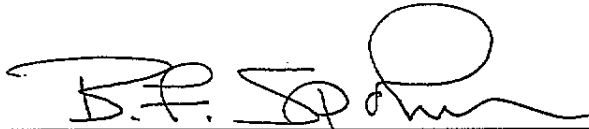
ARTICLE III

The Corporation is authorized to issue
100,100,000 shares of common stock having a
par value of \$0.01 per share.

ARTICLE X

Article X is deleted in its entirety.

The foregoing Amendment was adopted, pursuant to Section
607.1003, Florida Statutes, by the Shareholders who cast a
sufficient number of votes needed for approval and by the Directors
of the Corporation on the 5th day of September, 1997.



B.F. Spohrer, President