

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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July 14, 1999

FILED
JUL 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
409 East Gaines Street
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-07/15/99-01060-017
*****43.75 *****43.75

Re: Challenge Air Cargo, Inc.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Amendment to Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$43.75 covering the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
	<u>\$ 43.75</u>

Please file the original and forward the certified copy to the undersigned in the enclosed stamped, self-addressed envelope. Thank you for your prompt attention to this matter.

Sincerely,

John G. Immer
John G. Immer
Amend

Enclosures

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

FILED
99 JUL 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following Article of the Articles of Incorporation of CHALLENGE AIR CARGO, INC. is 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 \$0.10 per share.

The foregoing Amendment was adopted, pursuant to Section 607.1003, Florida Statutes, by the Shareholder who cast a sufficient number of votes needed for approval and by the Directors of the Corporation on the 8th day of July, 1999.


B.F. Spohrer, President