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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
G. Ouellette MAR 26 2007

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James W. Jarvis
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March 21, 2007

Via UPS Overnight

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Centurion Air Cargo, Inc.
Certified Copy of Articles of Incorporation

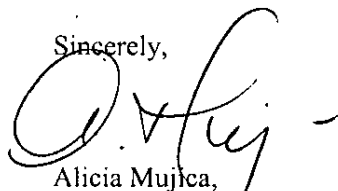
Dear Sir or Madam:

Enclosed herewith please find the Articles of Amendment to Articles of Incorporation for Centurion Air Cargo, Inc. for filing with the Division of Corporations. Enclosed herewith as well please find check number 9345 in the amount of \$43.75 for the respective filing fees.

Thank you for your assistance in this matter.

Should you have any questions or comments, please contact the undersigned.

Sincerely,



Alicia Mujica,
Legal Assistant to James W. Jarvis, Esq.

/mmg
Enclosures

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

I.

The name of the corporation is Centurion Air Cargo, Inc. (the "Corporation").

II.

Article III of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE III

The number of authorized shares the Corporation is authorized to issue
150,965,465 shares of common stock having a par value of \$0.10

This Amendment to the Articles of Incorporation was duly adopted pursuant to Section 607.1003 of the Florida Business Corporation Act by the unanimous resolution of the Board of Directors and the sole shareholder of all of the issued and outstanding shares of Common Stock of the Corporation, effective as of the close of business the 29th day of August, 2006.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed effective as of the close of business the 29th day of August, 2006.

Centurion Air Cargo, Inc.

Alfonso C. Rey, Director and Sole Share Holder

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