

556107

Law Offices Of
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200 N. THORNTON AVENUE

ORLANDO, FL 32801-2164

February 22, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

FILED
02 MAR -7 PM 12:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

Re: Phoenix East Aviation, Inc.
Amendment to Articles of Incorporation

600005001116-6
-02/25/02-01068-011
*****43.75 *****43.75

Dear Sir/Madam:

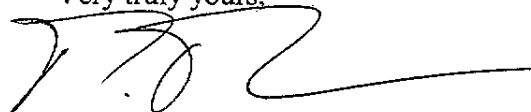
Please find enclosed the following documents:

1. Original and one copy of Amendment to Articles of Incorporation
2. Check in the sum of \$43.75 to cover the following:
 - a. Filing fees \$35.00
 - b. Certified Copy 8.75

For your convenience, I have enclosed a self-addressed, stamped envelope so you can forward back to our office the certified copy of the Amendment to Article of Incorporations.

Thank you for your assistance in this matter.

Very truly yours,



R. Patrick Phillips, Esq.

RPP/bwm
enc.

no's Ps 2/24/02
556107



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2002

PATRICK PHILLIPS, ESQ.
P O BOX 1153
ORLANDO, FL 32802-1153

SUBJECT: PHOENIX EAST AVIATION, INC.
Ref. Number: J56107

We have received your document for PHOENIX EAST AVIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Corporate Specialist
Amendment Section

Letter Number: 402A00012316

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R. PATRICK PHILLIPS

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Orlando, Florida 32802-1153
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R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. THORNTON AVENUE
ORLANDO, FL 32801-2164

March 6, 2002

ATTN: Pamela Smith
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Fl 32399

Re: Phoenix East Aviation, Inc.
Reference Number: J56107

Dear Ms. Smith:

Please find enclosed the following documents:

1. Original and one copy of Amendment to Articles of Incorporation.
2. Copy of letter dated 2-20-02 from the Department of State.

As per the above-reference number we have paid the filing fees and paid for the certified copy.

For your convenience, I have enclosed a self-addressed, stamped envelope so you can forward back to our office the certified copy of the filed Amendment to Articles of Incorporation.

Thank you very much for your assistance in this matter.

Very truly yours,



R. Patrick Phillips

RPP/bwm
enc.

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF PHOENIX EAST AVIATION, INC.**

FILED
02 MAR -7 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Section 607.1006, Florida Statutes, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:
AMENDMENTS ADOPTED:**

Article III - Capital Stock

The total amount of authorized capital stock of this corporation is 7000 shares, without nominal or par value.

Stock may be paid for in cash, in property, labor or services at a just valuation to be fixed by the board of directors. Property, labor or services may be purchased and paid for with capital stock at a just valuation of such property, labor or services to be fixed by the board of directors. Each holder of record of such capital stock shall, at all elections of directors of the corporation, be entitled to as many votes as shall equal the number of shares so held by said stockholder.

Article VIII - STOCKHOLDERS:

The name and the address of the subscriber to these Articles of Incorporation and the shares of capital stock to be held by said subscriber, unless the Directors at the annual meeting or special meeting see fit to increase or decrease the number of shares or issue shares to others, is as follows:

NINO C. CIANCETTA
6 Elizabeth Lane
Daytona Beach, Florida 32118.

25 Shares

**SECOND
DATE OF AMENDMENT**

The date of this amendment to the Articles of Incorporation is February 1, 2002.

THIRD

APPROVAL OF AMENDMENT

The Amendment was approved by the Shareholders and the number of votes cast for the Amendment by the Shareholders was sufficient for approval.

Signed this 5th day of March, 2002.

BY: *John J. McGrail*
JOHN J. MCGRAIL
Director
Executive/Vice-President

STATE OF FLORIDA:)
COUNTY OF VOLUSIA)

BEFORE ME the undersigned authority, personally appeared JOHN J. MCGRAIL, who after being first duly sworn, deposes and says that he is a Director and the Executive/Vice-President for Phoenix East Aviation, Inc., and he acknowledged before me that he executed the same freely and voluntarily.

The foregoing instrument was acknowledged before me this 5th day of March, 2002, by JOHN J. MCGRAIL, who is personally known to or who has produced _____ for proof of identification,



Richard Trussell
Notary Public, State of Florida
My Commission expires: 1/24/2003
My Commission Number: CC 788408