PAN AMERICAN GROUP

7439 E. HILLSBOROUGH AVE.

TAMPA, FLORIDA 33610

November 19, 1999

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Subject:

Articles of Amendment to Articles of Incorporation

Pan American Entertainment Systems, Inc.

Enclosed is an original and one copy of the Articles of Amendment and a check for:

\$35.00 Filing Fee & Certified Copy 8.75

\$43.75

FROM:

Buddy J. Levy Name:

7439 E. Hillsborough Ave. Address:

Tampa, FL 33610

Telephone: (813) 623-3543

De John John

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of

PAN AMERICAN ENTERTAINMENT SYSTEMS, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Article One is hereby amended as follows:

The name of the Corporation is PAN AMERICAN AVIATION, INC.

SECOND: The date of the adoption of the amendment is November 19, 1999.

THIRD: The amendment was approved by the shareholders. The number of votes

cast for the amendment was sufficient for approval.

Signed this 19th day of November, 1999.

Buddy J Levy, Secretary