CT CORPORATION

L20415

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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

C. Coulliette FEB 2 1 2002

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

O2 FEB 21 PN 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CL Aircraft XXXIV, Inc.

(present name)

L20415

(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)
"ARTICLE NINE: Pursuant to the Second Amended and Restated Plan of Reorganization, as
Modified, of UniCapital Corporation and Debtor Subsidiaries Under Chapter 11 of the
Bankruptcy Code, as approved by the United States Bankruptcy Court for the Southern
District of New York on the 9th day of January 2002, the Issuance of non-voting equity
securities by the Corporation is prohibited as of the date hereof, in accordance with
Section 1123(a)(6) of the United States Bankruptcy Code."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

TOURIH	: Adoption of Amendment(s) (CHECK ONE)		
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)	- · · -	
	(Aoung Stoub)		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this 31 St day of January , 2002	Ser Lin	
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	Daniel Chait		
	(Typed or printed name)		

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