

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

JET AVIATION SPECIALISTS, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JET AVIATION SPECIALISTS, INC.

Pursuant to the provisions of §§607.1003 of the Florida Business Corporation Act (the "Act"), the undersigned corporation (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation:

1. ARTICLE IV of the Corporation's Articles of Incorporation is hereby amended by deleting the text of ARTICLE IV in its entirety and substituting in its place the following:

"ARTICLE IV: CAPITAL STOCK. The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock with a par value of \$5.00 per share. The common stock shall be divided into two (2) series: the Series A common stock, of which there shall be 100 shares authorized, and the Series B common stock, of which there shall be 900 shares authorized. The Series A common stock shall have voting rights and the Series B common stock shall have no voting rights. Upon the filing of the Articles of Amendment pursuant to which this ARTICLE IV shall have been adopted, 30 shares of common stock held by Diego Beltran, Sr. shall be automatically converted into 30 shares of Series A common stock and 270 shares of common stock held by Diego Beltran, Sr. shall be automatically converted into 270 shares of Series B common stock. Upon the filing of the Articles of Amendment pursuant to which this ARTICLE IV shall have been adopted, 10 shares of common stock held by Earl Guthrie shall be automatically converted into 10 shares of Series A common stock and 90 shares of common stock held by Earl Guthrie shall be automatically converted into 90 shares of Series B common stock."

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. Pursuant to §607.1003(6) of the Act, this Amendment to the Articles of Incorporation was approved by the directors and shareholders of the Corporation by unanimous written consents effective June 8, 1999. The number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

Prepared by:
Jerome L. Wolf, Esq.
450 East Las Olas Boulevard, Suite 950
Fort Lauderdale, FL 33301-2227
(954) 463-2700
Florida Bar No. 399302

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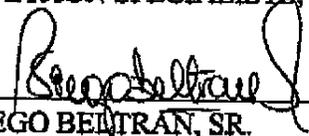
OR

In accordance with Section 607.0123(1)(b) of the Act, this Amendment shall be effective as of the date of this Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment as of this 8 day of June, 1999.

JET AVIATION SPECIALISTS, INC.

By: _____


DIEGO BELTRAN, SR.

President