

P0000012077

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Florida Department of State
Division of Corporations
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RESUBMIT
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BASIC AMENDMENT
HORIZONS AVIATION, INC.

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Certificate of Status	0
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Amendment
10/30/01

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 26, 2001

HORIZONS AVIATION, INC.
80 SW 8TH ST.
SUITE 100
MIAMI, FL 33130

SUBJECT: HORIZONS AVIATION, INC.
REF: P00000012077

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Karen Gibson
Corporate Specialist

FAX Aud. #: H01000110216
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H010001102168

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HORIZONS AVIATION, INC.

(present name)

P00000012077
(Document Number of Corporation (if known))

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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 I:

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK
THAT THE CORPORATION IS AUTHORIZED TO ISSUE
IS FIFTY MILLION (50,000,000) SHARES AT A
PAR VALUE OF \$.001.

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:

NOT APPLICABLE

HO10001102168

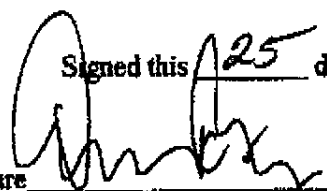
THIRD: The date of each amendment's adoption: October 25, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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)
- 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 25 day of OCTOBER 25, 2001

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)

Omar Botero Canal
(Typed or printed name)

President
(Title)