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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

September 8th, 2000

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

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*****35.00 *****35.00

**SUBJECT: ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION, FLIGHT TIME SERVICES, INC.**

Enclosed is an original and one (1) copy of the ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION for FLIGHT TIME SERVICES, INC., Shareholder/Director approval of Amendment to Articles of Incorporation for Flight Time Services, Inc. and a check for \$35.00 representing the filing fee for such.

Please forward written confirmation directly to our Attorney, Seth T. Weinstein, Esq. of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida, 33411 that the enclosed documents have been filed, reviewed and approved by the State of Florida. A self-addressed stamped envelope is enclosed for your convenience. Thank you for your anticipated cooperation.

FROM: George Miro, Co-Director
FLIGHT TIME SERVICES, INC.
113 Santa Monica Avenue
Royal Palm Beach, Florida, 33411

Gregory M. Brinkman, Co-Director
FLIGHT TIME SERVICES, INC.
Old Milton Road
Rye, New York 10580

Amend

[Signature]

10/4/00

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
FLIGHT TIME SERVICES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation, Flight Time Services, Inc. adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: (indicate Article number(s) being amended, added, deleted)

ARTICLE VI: OWNERSHIP OF SHARES shall be deleted and replaced with:

“ARTICLE VI: OWNERSHIP OF SHARES

GEORGE MIRO, acting as Co-Director of FLIGHT TIME SERVICES, INC., shall be issued and hold fifty (50) shares of Class A Stock and GREGORY M. BRINKMAN, acting as Co-Director of FLIGHT TIME SERVICES, INC., shall be issued and hold the remaining fifty shares of Class A stock.

The Co-Directors shall hold their share of the Class A Stock as tenants-in-common, and such shares are freely alienable upon the death of said Co-Director, pursuant to each Co-Director's Last Will and Testament or other estate planning.

The Corporation, FLIGHT TIME SERVICES, INC. shall retain and hold ninety shares of Class B Stock (Non-Voting Shares). In exchange for the services already provided by RICHARD RODRIGUEZ and RANDEE COHEN, in designing a web page for the corporation, FLIGHT TIME SERVICES, INC., and the services to be provided by RICHARD RODRIGUEZ and RANDEE COHEN in future maintenance of FLIGHT TIME SERVICES, INC's web page, RICHARD RODRIGUEZ and RANDEE COHEN shall each be issued and then shall thereafter each hold five shares of Class B Stock (Non-Voting Shares).

Any further disposal, transfer and/or reorganization of Class B Stock can only be undertaken by a majority vote, to that effect by the Board of Directors of FLIGHT TIME SERVICES, INC.”

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:

Amendment above does provide for a transfer of ten shares of Class B Stock (Non-Voting Shares) in FLIGHT TIME SERVICES, INC. from the corporation, FLIGHT TIME SERVICES, INC. to RICHARD RODRIGUEZ and RANDEE COHEN, five shares each, respectively.

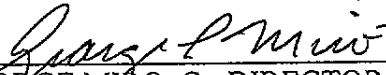
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The provision for implementing such change is provided in the amendment above. To reiterate, in exchange for the services already provided by RICHARD RODRIGUEZ and RANDEE COHEN, in designing a web page for the corporation, FLIGHT TIME SERVICES, INC., and the services to be provided by RICHARD RODRIGUEZ and RANDEE COHEN in future maintenance of FLIGHT TIME SERVICES, INC's web page, RICHARD RODRIGUEZ and RANDEE COHEN shall each be issued and then shall thereafter each hold five shares of Class B Stock (Non-Voting Shares).

THIRD: The date of each amendment's adoption: August 28th, 2000

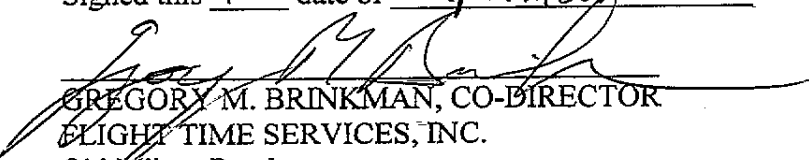
FOURTH: The amendment(s) was/were adopted by the Board of Directors of FLIGHT TIME SERVICES, without shareholder action and shareholder action was not required.

Signed this 1st date of September 2000.



GEORGE MIRO, Co-DIRECTOR
FLIGHT TIME SERVICES, INC.
113 Santa Monica Avenue
Royal Palm Beach, Florida 33411

Signed this 1st date of September 2000.



GREGORY M. BRINKMAN, CO-DIRECTOR
FLIGHT TIME SERVICES, INC.
Old Milton Road
Rye, New York 10580