

P00000106649

Aviation Legal Group, P.A.

December 3, 2001

VIA FEDERAL EXPRESS PRIORITY OVERNIGHT
AIRBILL NUMBER: 7902 3263 9093

Department of State
Division of Corporations - Reinstatement
409 E. Gaines Street
Tallahassee, FL 32399

RE: Capital Three Aviation, Inc.
Our File No.: 300-01

300004720353--1
-12/12/01--01007--011
793.75 **35.00

Dear Ladies and Gentlemen:

Enclose for filing please find an original Corporation Reinstatement for the above-referenced corporation and an original Statement of Change of Registered Office/Agent along with this firm's check in the sum of Seventy Hundred Ninety-three and 75/100 United States Dollars (US\$793.75), made payable to the Florida Department of State to cover the required filing fees and a Certificate of Status.

Thank you in advance for prompt attention to this filing. If you should have any questions, please do not hesitate to contact me at 954-763-5565.

Cordially,

AVIATION LEGAL GROUP, P.A.


Adriana Tejada
Paralegal

adrianat@aviation-professionals.com

enclosures

cc: Scott C. Burgess, Esquire

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A Member of the Aviation Professionals Group

STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT FOR CORPORATION

Pursuant to the provisions of sections 607.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office and/or registered agent in the State of Florida.

1. The name of the corporation is Capital Three Aviation, Inc. (the "Corporation");
2. The mailing address of the Corporation is 5255 North Federal Highway, Boca Raton, Florida 33487;
3. The date of incorporation/qualification is November 15, 2000, document number P00000106649;
4. The name and address of the current registered agent and office is:

Gary W. Boyce
5500 North Federal Highway
Boca Raton, Florida 33487

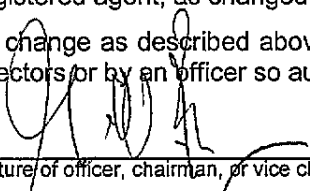
5. The name and address of the new registered agent and office is:

Scott C. Burgess
Aviation Legal Group, P.A.
1041 SE 17th Street, Penthouse
Fort Lauderdale, Florida 33316

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical)

Such change as described above was authorized by resolution duly adopted by the Corporation's board of directors or by an officer so authorized by the board of the directors.



(Signature of officer, chairman, or vice chairman of the board of directors)

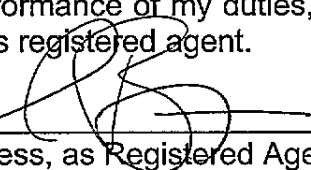


(date)

Gary W. Boyce, President

(Printed name and title)

HAVING BEEN NAMED AS THE REGISTERED AGENT and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Scott C. Burgess, as Registered Agent



(date)

If signing on behalf of an entity:



(Printed name and title/capacity)

(Printed name and title/capacity)