

CAPITAL CONNECTION, INC.

117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000117707

G-I Air, Inc.

Signature _____

Requested by: CD

Name _____

8/27/01

Date

11:00

Time

Walk-In _____

Will Pick Up _____

FILED
01 AUG 27 PM 2:02
TALLAHASSEE
STATE
FLORIDA

500004557315--6
-08/27/01-01019-021
*****43.75 *****43.75

Change & Amend

- ____ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ____ L.C. File
- ____ Fictitious Name File
- ____ Trade/Service Mark
- ____ Merger File
- ☒ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ☒ Cert. Copy
- ____ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- ____ Courier

RECEIVED
01 AUG 27 AM 10:56
DIVISION OF CORPORATION

For 8/27/01

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
G-I AIR, INC.
P00000117707

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

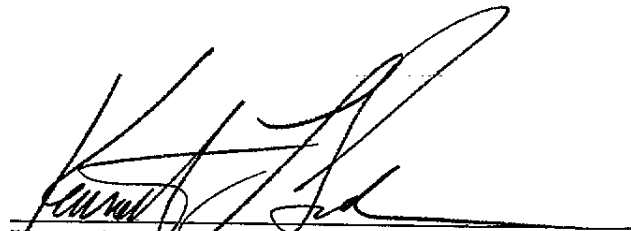
FIRST: Amendments adopted:

- Article I - Name is amended to read that the name of the corporation is Aerial Films, Inc.
- Article II - Principal office and mailing address of the corporation is amended to read 8100 15th Street E, Sarasota, Florida 34243.
- Article XII - Registered office and agent is amended to read that the registered office of the corporation is 8100 15th Street E, Sarasota, Florida 34243, and the name of the registered agent of the corporation at that address is Kenneth L. Sanborn.

SECOND: The date of each amendments adoption: August 20, 2001.

THIRD: Adoption of Amendments: The amendments were approved unanimously by all of the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 20 day of August, 2001.



Kenneth L. Sanborn, President

To: The Department of State
Tallahassee, Florida 32304

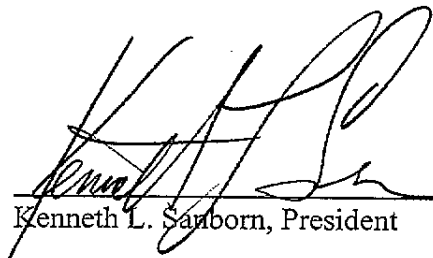
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following
is submitted:

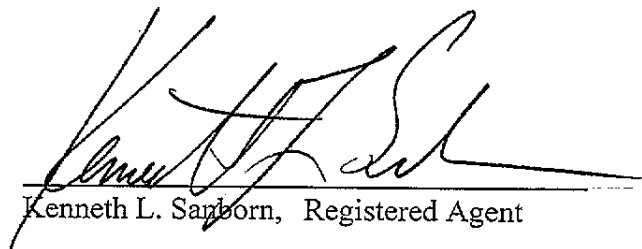
Aerial Films, Inc., with its place of business at 8100 15th Street E, Sarasota, Florida 34243,
has named Kenneth L. Sanborn, located at 8100 15th Street E, Sarasota, Florida 34243, as its agent
to accept service of process within Florida.

Dated: August 20, 2001.


Kenneth L. Sanborn, President

Having been named to accept service of process for the above-stated corporation at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties, and I am
familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation
Act.

Dated August 20, 2001.


Kenneth L. Sanborn, Registered Agent