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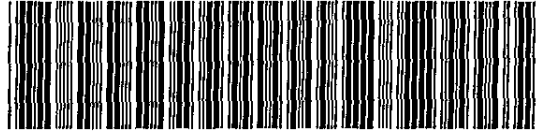
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TALLAHASSEE, FLORIDA

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July 16, 2003

Telephone
(941) 485-3391
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(941) 485-3630

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

RE: Articles of Amendment of Angel Air Charters
Inc.

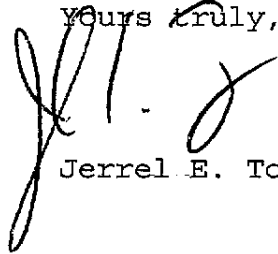
Dear Sir or Madam:

Enclosed please find an original and one copy of the
Articles of Amendment for Angel Air Charters, along with our
check in the amount of \$35.00 for your fee.

Please return the recorded Articles of Amendment to us.

Thank you for your assistance in this matter.

Yours truly,



Jerrel E. Towery

JET/rks

Enclosures

ARTICLES OF AMENDMENT
OF
ANGEL AIR CHARTERS INC.

1. These Amendments to the Articles of Incorporation of the above-named Corporation, were made by unanimous vote of the Shareholders of the Corporation, pursuant to Florida Statutes, Section 607.1003, Sub Paragraph (6). The number of votes cast for the Amendments by the Shareholders of the only class of stock issued by the Corporation, was sufficient for approval of these Amendments.

2. The Amendments set forth herein were all adopted at a special meeting of the Shareholders of the Corporation held on March 6, 2002.

3. The Articles of Incorporation of the above-named Corporation are hereby amended as follows:

The name of the Corporation ~~is~~ changed to **ADVANCE AIR CHARTERS, INC.**

IN WITNESS WHEREOF, I the undersigned, has executed these Articles of Amendment this 30th day AUGUST, 2002.

ADVANCE AIR CHARTERS, INC.,
formerly known as ~~ANGEL AIR CHARTERS~~ INC.

By: Joseph F. Rodriguez
JOSEPH F. RODRIGUEZ
PRESIDENT

FILED
03 AUG -4 PM 12:07
ALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument, Articles of Amendment, was acknowledged before me, this 30 day of August 2002, by JOSEPH F. RODRIGUEZ, the President of ADVANCE AIR CHARTERS, INC., formerly known as ANGEL AIR CHARTERS INC., on behalf of the Corporation. He is personally known to me, or has produced FL. D.R. LIC. as identification and did take an oath.

Mary K. Eve
Signature of Notary Public

MARY K. EVE
Printed Name of Notary Public

Notary Public
Title or Rank

My Commission Expires:



Notary Public, State of Florida
MARY K. EVE
Commission # CC 991170
Comm. Expires Jan. 1, 2005