

Law Office of
KOKO HEAD, P. A.

Edmonds Professional Center
9309 Old Kings Road South, Suite 4
Jacksonville, Florida 32257
Telephone: (904) 730-2220
Facsimile: (904) 730-2230
E-mail: kokohead@bellsouth.net

April 26, 2002

Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Air Works, Inc.

400005369534--8
-04/29/02--01090--002
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN -7 PM 3:33

Dear Gentlemen:

Enclosed please find my check in the amount of \$35.00 along with the original Articles of Amendment to be filed. Also enclosed please find a copy of the letter dated April 18, 2002 to Air Works, Inc. from the Florida Department of State along with the original Uniform Business Report ("UBR") for Air Works, Inc. where I have signed as Registered Agent. If you have any questions, please don't hesitate to give me a call.

Sincerely,

Koko Head
Koko Head

KH/mkf
Enclosures

Amend
JB
6/11/02

RECEIVED
MAY 10 2002



KOKO HEAD, P.A.

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2002

KOKO HEAD, P.A.
EDMONDS PROFESSIONAL CENTER
9039 OLD KINGS RD. SO., STE. 4
JACKSONVILLE, FL 32257

SUBJECT: AIR WORKS, INC.
Ref. Number: P01000077621

We have received your document for AIR WORKS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 002A00028912

RECEIVED
02 JUN - 7 AM 8:57
DIVISION OF CORPORATIONS

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Jacksonville, Florida 32257
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June 5, 2002

Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Air Works, Inc.

Dear Gentlemen:

Enclosed please find the revised Articles of Amendment to Air Works, Inc., along with your letter dated May 8, 2002. Please file the Articles of Amendment. If you have any questions, please don't hesitate to give me a call.

Sincerely,


Koko Head

KH/mkf
Enclosures

ARTICLES OF AMENDMENT

TO

AIR WORKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN -7 PM 3: 33

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment of incorporation:

FIRST: Amendments adopted are as follows:

ARTICLE III

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 7822-1 Plummer Rd., Jacksonville, Florida 32219.

ARTICLE V

REGISTERED OFFICE AND AGENT

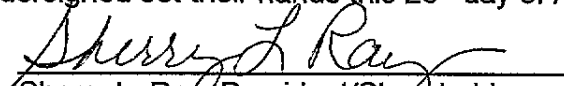
The new registered agent for the corporation is Koko Head whose address is: 9309 Old Kings Road S., Suite 4, Jacksonville, Florida 32257.

ARTICLE VIII

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$.10 dollars.

IN WITNESS WHEREOF, the undersigned set their hands this 26th day of April, 2002.


Sherry L. Ray, President/Shareholder

SECOND: The date of the amendment is April 26, 2002.

THIRD: Adoption of the foregoing Amendment was approved by the shareholders. The number of votes for the amendment was sufficient for approval.