

P02000035999

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BASIC AMENDMENT
BLUE SKY HELICOPTERS, INC.

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FLORIDA DEPARTMENT OF STATE
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April 24, 2002

BLUE SKY HELICOPTERS, INC.
300 SW 2ND STREET SUITE 9
FORT LAUDERDALE, FL 33312

SUBJECT: BLUE SKY HELICOPTERS, INC.
REF: P02000035999

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

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Karen Gibson
Corporate Specialist

FAX Aud. #: ED2000098683
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**ARTICLES OF AMENDMENT
BLUE SKY HELICOPTERS, INC.**

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. Article XI - Registered Office

The Registered Agent and registered office of the Corporation shall be

Jennifer Levin, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

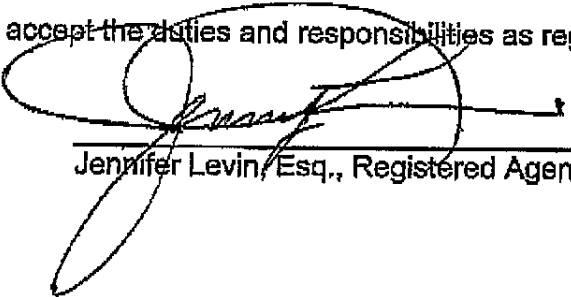
2. The foregoing amendment was adopted on April 2, 2002.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The undersigned has executed these Articles of Amendment this 2nd day of April, 2002.


Rene H. Lepine, Sole Director

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Jennifer Levin, Esq., Registered Agent

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