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SECRETARIAT OF STATE
ALLAHASSEE, FLORIDA

04 AUG 27 AM 11:06

FILED

BS 5/2/04
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TURANAIR SYSTEMS, INC.

DOCUMENT NUMBER: P02000053675

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bob Turan, Jr.

(Name of Contact Person)

Turanair Systems, Inc.

(Firm/ Company)

12201 NW 35th Street, Suite 534

(Address)

Coral Springs, FL 33065

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Bob Turan, Jr.

(Name of Contact Person)

at (954) 753-9007

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
TURANAIR SYSTEMS, INC.

FILED
04 AUG 27 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of Amendment to its Articles of Incorporation.

FIRST: Article IV. is hereby amended to read as follows:

A. Number of Shares and Classes. The Corporation is authorized to issue 1,000 shares of capital stock, no par value, of which all are Common Stock. The Corporation shall not (by amendment, merger, consolidation or otherwise) amend this Article IV.A. without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least eighty-one percent of the then outstanding shares of Common Stock.

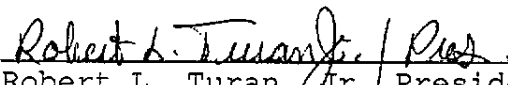
B. Preemptive Rights. At all times following the issuance of 1,000 shares of the authorized capital stock, each shareholder shall thereafter be entitled to preemptive rights to acquire a pro rata portion, according to the number of shares of capital stock such shareholder then holds, of any unissued shares proposed to be issued by the Corporation. The Board of Directors may determine the purchase price for the shares which are the subject of the proposed issuance and shall give, not less than twenty (20) days prior to the proposed issuance of such shares, written notice to each shareholder of the terms of the proposed issuance and of such shareholder's preemptive rights. A shareholder desiring to exercise such shareholder's preemptive rights may do so only by furnishing to the Corporation a written statement that the shareholder is exercising preemptive rights within twenty (20) days from the date on which notice of the proposed issuance is mailed by the Corporation. IF the preemptive rights of a shareholder are not exercised in writing within the twenty (20) day time period, the Corporation may offer the shares subject to such rights to any person or persons at a price and on terms not more favorable than those set forth in the notice of the proposed issuance.

SECOND: The date of the Amendment's adoption is August 26, 2004.

THIRD: Adoption of Amendments:

This Amendment was approved by the
Vote of the shareholders. The number of votes
cast for the Amendments were sufficient for
approval.


SIGNED this 26th day of August, 2004.


Robert L. Turan, Jr. President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this
26th day of January, 2004 by ROBERT L. TURAN, JR., President of
TURNANAIR SYSTEMS, INC., who is personally known to me to be the
person described herein and who executed the foregoing.

Sworn to and subscribed before me on the day and year above
written.


NOTARY PUBLIC, STATE OF
FLORIDA

My Commission Expires:

