

PO2000053675

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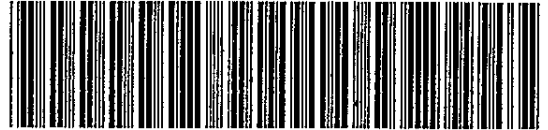
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

05 JAN 24 PM 1:03

FILED

01/24/05--01074--018 *\$52.50

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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:

Margaret Turan

(Name of Contact Person)

Turanair Systems, Inc.

(Firm/ Company)

12233 NW 35th Street

(Address)

Coral Springs, FL 33065

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Margaret Turan

(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 &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

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 THE
ARTICLES OF INCORPORATION
OF
TURANAIR SYSTEMS, INC.**

FILED
05 JAN 24 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Turanair Systems, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

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

ARTICLE IV-CAPITAL STOCK

- A. The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 110,000,000 shares of Capital Stock as follows:
- (a) 100,000,000 shares of common stock, having a par value of \$.0001 per share; and
 - (b) 10,000,000 shares shall be designated "blank check" preferred stock, having a par value of \$.0001 per share, to be issued with such rights, designations, preferences and other terms and conditions as may be determined by the Corporation's Board of Directors, from time to time and at any time, in their sole discretion, without any further action by the shareholders of the Corporation.
- B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

SECOND: The following ARTICLE VIII shall be added:

ARTICLE VIII - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

THIRD: The following Article IX shall be added:

ARTICLE IX - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

FOURTH: The foregoing was adopted by resolutions of the Board of Directors dated January 11, 2005 and by consent of the shareholders dated January 11, 2005 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

Dated as of January 11, 2005.

Robert L. Turan, Jr.
Robert L. Turan, Jr. President

STATE OF FLORIDA)
)
COUNTY OF BROWARD))SS:

The foregoing instrument was acknowledged before me this 21 day of January, 2005 by Robert Turan as President of Turanair Systems, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced DOWN as identification and did take an oath.

Notary Public:
sign *[Signature]*
print Regina Machado

NOTARY PUBLIC STATE OF FLORIDA
State of Florida at Large
My Commission Expires: OCT. 24, 2008
Commission # DD365632
Bonded Thru Atlantic Bonding Co., Inc.

The date of each amendment(s) adoption: January 11, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

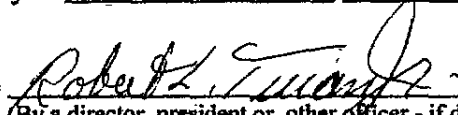
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of January, 2005

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - or in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert L. Turan, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35