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(Requestor's Name)

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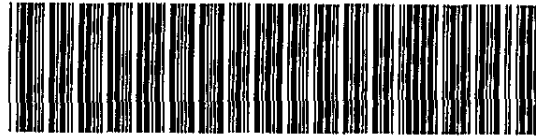
(Business Entity Name)

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FILED  
05 JUN 20 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEN

06/20/05 JUN 21 2005

June 17, 2005

Florida Dept. Of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Sub.: Amendment of AERO ADVENTURE AVIATION, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Nonlawyer Services, Inc., 1592 N. Hwy A1A., Satellite Beach, FL 32937. (321) 773-2020.

Thank you for your assistance in this matter.

  
IRVING W. BOSWELL III

AMENDMENT TO ARTICLES  
TO  
ARTICLES OF INCORPORATION  
OF  
AERO ADVENTURE AVIATION, INC.

FILED  
05 JUN 20 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation AERO ADVENTURE AVIATION, INC. was duly incorporated on July 11, 2002, by the State of Florida.

Article II

The principal place of business and mailing address of this corporation are 3795 Fly Park Drive, Rockledge, Florida 32955.

Article IV

The street address of the registered office of the corporation is 3795 Fly Park Drive, Rockledge, Florida 32955, and the name of the registered agent of this corporation is BENJAMIN L. BOSWELL.

Article VII

This corporation shall have one director. The name and address of the director of this corporation is:

BENJAMIN L. BOSWELL  
3795 Fly Park Drive  
Rockledge, Florida 32955

\* The name and address of each of the officer of this Corporation  
is as follows:

BENJAMIN L. BOSWELL, President  
3795 Fly Park Drive  
Rockledge, Florida 32955

All other Articles of the Corporation remain unchanged.


The Directors and Shareholders of the Corporation wish to  
accept the resignation of IRVING W. BOSWELL III as Registered  
Agent of the Corporation.

The Directors, Shareholders and Officers adopt this  
amendment effective at their Special Meeting dated June 17, 2005.

The effective date of the adoption by the Directors,  
Shareholders and Officers of the above mentioned Amendments was  
June 17, 2005.

The Amendments were adopted by the Directors, the  
Shareholders and the Officers of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this  
Amendment on the 17<sup>th</sup> day of June, 2005 in Satellite Beach,  
Florida.

  
IRVING W. BOSWELL III  
Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me personally appeared IRVING W. BOSWELL III, who has  
SWORN TO AND SUBSCRIBED before me this 17<sup>th</sup> day of June, 2005,  
to be the persons who executed this Amendment, and he  
acknowledged before me that he executed this Amendment for AERO  
ADVENTURE AVIATION, INC., on behalf of the Corporation and have  
presented FL/DL as identification.

  
Notary Public



NADEAN C. DENISON  
MY COMMISSION # DD 344476  
EXPIRES: September 4, 2008  
Bonded Thru Budget Notary Services


RESIGNATION OF REGISTERED AGENT

OF

AERO ADVENTURE AVIATION, INC.


I, IRVING W. BOSWELL III hereby resign as Registered Agent,  
of the corporation AERO ADVENTURE AVIATION, INC. effective as of  
June 17, 2005.

Date: *June 17, 2005*

  
IRVING W. BOSWELL III

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me personally appeared IRVING W. BOSWELL III, who  
presented FL/DL as identification and executed the foregoing on  
behalf of the Corporation.

  
Notary Public



NADEAN C. DENISON  
MY COMMISSION # DD 344476  
EXPIRES: September 4, 2008  
Bonded Thru Budget Notary Services


DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That AERO ADVENTURE AVIATION, INC., desiring to organize  
under the laws of the State of Florida, with its principal office  
at 3795 Fly Park Drive, Rockledge, Brevard County, Florida 32955,  
has named BENJAMIN L. BOSWELL located at 3975 Fly Park Drive,  
Rockledge, Florida 32955, as its agent to accept service of  
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
BENJAMIN L. BOSWELL  
Registered Agent