

P03 000 006546



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(Address)

(City/State/Zip/Phone #)

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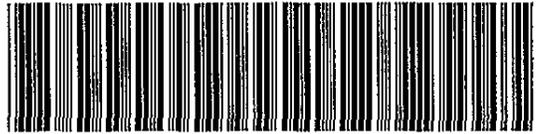
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
03 NOV - 3 PM 8:149
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FIRST CLASS FLIGHT CORP.

(Present Name)

703000006546

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 6th:

ADDITION OF:

PRESIDENT, ROBERT L. MASSON, 2321 SW 21ST ST, MIAMI, FL. 33142
SECRETARY/TREASURER, DONALD MILLROY, 1711 SW FOXPOINT TRAIL
PALM CITY, FL. 34990

REMOVAL OF OFFICERS/DIRECTORS:

RONALD C NEDER, RONALD A NEDER, ANTHONY E. MILLER
ROBERT L. MASSON, all at P.O. Box 330421, MIAMI, FL. 33223

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 22 October 2003.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 24 day of October, 2003.

Signature: Robert Mason

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

ROBERT L. MASON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

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