

P03000098214

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

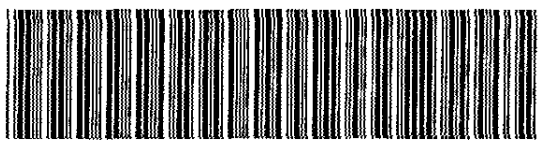
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/12/04--01007--003 **43.75

name change &
Amend

FILED
04 FEB 25 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789, 00524, 00672



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 16, 2004

Marc C. Baron
Marc C. Baron, Inc.
455 NE 55th Terrace
Miami, FL 33137

SUBJECT: RPS NORTHEAST, INC.
Ref. Number: P03000098214

We have received your document for RPS NORTHEAST, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You are missing the second page of your amendment form. I have enclosed an amendment form (with a second page) that you may fill out and return to us.

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

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 104A00010495

RECEIVED
04 FEB 25 AM 9:19
DIVISION OF CORPORATIONS

Articles of Amendment
to
Articles of Incorporation
of

FILED
04 FEB 25 AM 8 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RPS NorthEast, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P03000098214

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

SPICE AIR, Inc.

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV: The Number of shares the corporation is authorized
to issue is: 100,000,000

Article VII: The amended list of of officers and/or directors of
the corporation is/are:

Title: Dir Name: Norman B. Hall Address: 444 Brickell Ave
Miami, Florida 33131

Title. P Name: Norman B. Hall Address: 444 Brickell Ave.
Miami, Florida 33131

Title: S Name: Marc C. Baron Address: 444 Brickell Ave. Miami, Fl 33131
(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

(continued)

The date of each amendment(s) adoption: February 21, 2004

Effective date if applicable: February 21, 2004
(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 21 day of February, 2004

Signature Marc C. Barton

(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)

MARC C. BARTON

(Typed or printed name of person signing)

Incorporator / Director

(Title of person signing)

FILING FEE: \$35

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RPS NORTHEAST, INC.

DOCUMENT NUMBER: P03000098214

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

Please return all correspondence concerning this matter to the following:

Marc C. Baron
(Name of Person)

Marc C. Baron, INC.
(Name of Firm/ Company)

455 NE 55th Terrace
(Address)

Miami, Florida 33137
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Marc C. Baron at (954) 895 0524
(Name of Person) (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