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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

(present name)	7
BUDGET AIR INC	FLORITE STATE
BUDGET AIR INC	ED B
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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 V : INITIAL OFFICERS / DIRECTORS :

DELETE RANSFORD FORRESTER - 3461 NW 36TH STREET, LAUDERDALE LAKES, FL 33309

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:

N/A

THIRD: The date of each amendment's adoption: MAY 5, 2004.

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	-	
		Total group		
		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	•	
	X	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
•	Sig	gned this 5TH day of MAY 2004		
Signatu	ıre	Raphael watoon		
		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	•	
•		OR		
(By a director if adopted by the directors)				
		OR		
		(By an incorporator if adopted by the incorporators)	-	
		RAPHAEL WATSON.		
Typed or printed name				
		INCORPORATOR.		
Title				

•