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FROM AKERMAN SENTERFITT
904-798-3730
T-339 P.001/005 F-084
P04000165659

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ATLAS HOVERCRAFT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ATLAS HOVERCRAFT, INC.**

ATLAS HOVERCRAFT, INC., a Florida corporation (the "Corporation"), pursuant to Florida Statutes § 607.1006, does hereby file the following Articles of Amendment:

1. The name of the Corporation is ATLAS HOVERCRAFT, INC. The Corporation was assigned document number P04000165659.
2. These Articles of Amendment shall be effective upon filing with the Florida Secretary of State.
3. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK

(a) Authorized Shares. The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be Ten Thousand (10,000) shares of common capital stock with a par value of \$0.01 per share of which Five Hundred (500) shares shall be designated as Class A Voting Stock and Nine Thousand Five Hundred (9,500) shares shall be designated as Class B Non-Voting Stock. The relative rights, privileges and limitations of the Class A Voting Stock and the Class B Non-Voting Stock shall be in all respects identical, share for share, except that the Class A Voting Stock shall entitle the holder thereof to one vote for each share of Class A Voting Stock in all matters requiring the vote or approval of the shareholders of this Corporation and the holders of the Class B Non-Voting Stock shall not have any right or power to vote except as otherwise required under Florida law.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

4. Upon the effectiveness of this amendment, each shareholder holding common stock issued prior to the effectiveness of this amendment ("Pre-Existing Common Stock") shall surrender all of such Pre-Existing Common Stock to the Corporation in exchange for one (1) share of Class A Voting Stock and nineteen (19) shares of Class B Non-Voting Stock for each twenty (20) shares of Pre-Existing Common Stock so surrendered.

5. Pursuant to Florida Statutes § 607.1003(6), an act of the directors of the Corporation was not necessary for the adoption of these amendments.

6. Pursuant to Florida Statutes § 607.0704, the foregoing amendments were approved and adopted by all of the shareholders of the Corporation by written action dated May 4, 2007. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of June 7, 2007.

ATLAS HOVERCRAFT, INC.,
a Florida corporation

By: 

Kurt H. Peterson, President