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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**MGT PREMIER AIRPORT RESOURCES, INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 7, 2005

MGT PREMIER AIRPORT RESOURCES, INC.  
2875 NE 191 ST., PH 1  
AVENTURA, FL 33180

SUBJECT: MGT PREMIER AIRPORT RESOURCES, INC.  
REF: P05000120423

**RESUBMIT**

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submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct Article IV to delete reference to Articles of Organization and replace with Articles of Incorporation.

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) 245-6957.

Pamela Smith  
Document Specialist

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H 05000212931 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MGT PREMIER AIRPORT RESOURCES, INC.

I

The name of the Corporation is MGT PREMIER AIRPORT RESOURCES, INC. (the "Corporation"), filed on August 30, 2005, Charter #P05000120423.

II

The following amendment to the Articles of Incorporation was adopted by the sole Incorporator of the Corporation, prior to the issuance of shares.

III

Article Fourth of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced by a new Article Fourth as follows:

"FOURTH"

The authorized capital stock of the Corporation consists of twenty thousand (20,000) shares, having a par value of \$.01 per share, divided into ten thousand (10,000) shares of Voting Common Stock and ten thousand (10,000) shares of Non-Voting Common Stock, which shall be designated as "common shares". All of said stock shall be payable in cash, or payable in property (real or personal), labor services in lieu of cash, at a just valuation to be fixed by the board of directors of this Corporation.

IV

Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.

V

The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation as of the 30<sup>th</sup> day of August, 2005.

  
Theodore J. Klein, Incorporator

H 05000212931 3