

May 19 11:36am From-JOHNSON POPE

7274418617

T-847 P.01/03 F-737

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AIRCODE USA, INC.

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Amended
5/26/10
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May-19-10 11:36am From=JOHNSON POPE

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May 19, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AIRCODE USA, INC.
4600 140TH AVE. N.
SUITE 200
CLEARWATER, FL 33762

SUBJECT: AIRCODE USA, INC.
REF: P06000131505

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.

The date of adoption of each amendment must be included in the document.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H10000119048
Letter Number: 510A00012633

RECEIVED
2010 MAY 19 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
AIRCODE USA, INC.

FILED
2010 MAY 19 PM 1:12
RECEIVED
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Section 607.1006, F.S., AIRCODE USA, INC., hereby adopts the following amendment to its Articles of Incorporation.

1. Name of Corporation: AIRCODE USA, INC.
2. Document Number: The document number of the Corporation is P06000131505.
3. Amendment Adopted: Article IV of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE IV - Capital Stock

The corporation is authorized to issue 60,000,000 shares of common, voting shares, which shall be designated as "Common Voting Shares." The par value of each share of Common Voting Shares shall be \$0.0001. The corporation is authorized to issue 60,000,000 shares of common, non-voting shares, which shall be designated as "Common Non-Voting Shares." The par value of each share of Common Non-Voting Shares shall be \$0.0001

4. Director Approval: The amendment was adopted by the board of directors without shareholder action as shareholder action was not required.

The above amendment was adopted on the 17th of May, 2010.

5. Other Amendments: All other articles and provisions of the Articles of Incorporation as originally filed remain the same.

The undersigned has executed these Articles of Amendment on the 17 day of May, 2010.

AIRCODE USA, INC.

By: 

Its: President

#527200v1

Prepared By:
William B. Spottswood, Jr., Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
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(727) 461-1818
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