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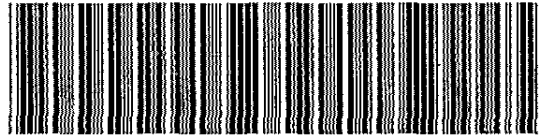
(Business Entity Name)

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TALLAHASSEE, FLORIDA

F. Roberts FEB 02 2007

LAW OFFICES
Conrad S. Kulatz, Esq.

Member: NTSB Bar Assoc.
Florida Aviation Law Comm.

Suite 4R
The Trial Lawyers Building
633 S.E. Third Avenue
Fort Lauderdale, FL 33301
(954) 527-0002
FAX: (954) 524-5143
kdavlaw@earthlink.net

January 30, 2007

Florida Division of Corporations
Attn: New Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: South Florida Charter, Inc. - now South Florida Air Charter, Inc.

Gentlemen:

I am submitting an Amendment to the Articles of Incorporation of South Florida Charter, Inc. for your consideration.

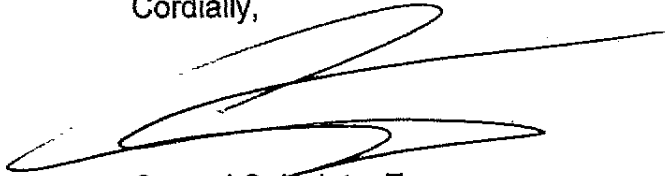
Please file the enclosed amendment at your earliest convenience upon receipt.

I have enclosed two original copies of the amendment so that you will have one to return to me with the "date stamp" of the division evidencing the filing of the paper. Also enclosed is a stamped envelope for your use in sending back the "duplicate original" with the division "date filed" stamp on it.

I do not require a certified copy, but it is important to get the filing done as soon as practicable.

Thanks for your help with this amendment.

Cordially,



Conrad S. Kulatz, Esq.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA CHARTER, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the articles of incorporation of South Florida Charter, Inc. was amended by the corporation's board of directors on January 30, 2007. The corporation is filing these articles of amendment to its articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is South Florida Charter, Inc.
2. Shareholder approval is not required to amend the Articles of Incorporation of South Florida Charter, Inc.
3. Article I of the articles of incorporation of South Florida Charter, Inc. was amended as follows:

"The name of the corporation is: South Florida Air Charter, Inc."

4. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on January 30, 2007.

In witness whereof, the undersigned sole Officer and Director of this corporation has executed these Articles of Amendment on January 30, 2007.

By: _____

Federico A. Machado, sole Officer and Director
of South Florida Charter, Inc.