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Division of Corporations
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MERENGUE AIRLINES DOMINICANA, INC.

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Amend/cc @ 9/26/07

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERENGUE AIRLINES DOMINICANA, INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The Officers are listed as:

President:	John R. Russo
Vice-President:	Federico Manon
Secretary:	Joseph A. Fernandez
Treasurer:	Joanna Russo

SECOND: The Officers shall be amended to state:

President:	John R. Russo
Vice-President:	Joseph A. Fernandez
Secretary:	Joseph A. Fernandez
Treasurer:	Joanna Russo

whose mailing addresses shall be the same as the mailing address of the Corporation.



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THIRD: The Directors are listed as:

John R. Russo
Federico Manon
Joseph A. Fernandez

FOURTH: The Directors shall be amended to state:

John R. Russo
Joseph A. Fernandez

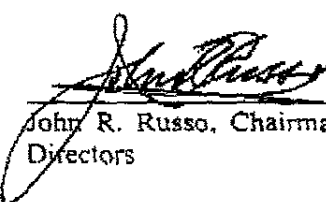
whose mailing addresses shall be the same as the mailing address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 19 September 2007.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 19 September 2007


John R. Russo, Chairman of the Board of Directors



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