

P07000037098

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BUSINESS JET SEATS INCORPORATED

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BUSINESS JET SEATS INCORPORATED**

Pursuant to Sections 607.1001, 607.1006, and 607.1009 of the Florida Business Corporation Act, the following provisions of the Amended and Restated Articles of Incorporation of BUSINESS JET SEATS INCORPORATED, a Florida corporation (the "Corporation"), filed with the Secretary of State of the State of Florida in Tallahassee on April 12, 2007 under document number P07000037098, as thereafter amended, be and they hereby are further amended in the following particulars:

1. Article VIII is hereby added to the Amended and Restated Articles of Incorporation and shall hereafter be read as follows:

ARTICLE VII

PROTECTIVE PROVISIONS

Except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by this Articles of Incorporation, and in addition to any other vote required by law or the Articles of Incorporation, without the written consent BusJet Holdings, LLC, the Corporation shall not, either directly or by amendment, merger, consolidation or otherwise:

1. amend, alter, or repeal any provision of the Articles of Incorporation or Bylaws;
2. create or authorize the creation of or issue any other security convertible into or exercisable for any equity security, having rights, preferences or privileges senior to the Common Stock, or increase the authorized number of shares of Common Stock;
3. take the Corporation public;
4. solicit the sale of or sell the Corporation;
5. issue any equity securities or rights to acquire equity securities of the Corporation or any subsidiary of the Corporation;
6. sell, lease or otherwise dispose of, or permit any subsidiary to sell, lease or otherwise dispose of, any material assets or business;

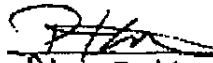
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7. approve affiliate transactions including amendment of Management Agreement with Earth Jet Incorporated;
8. incur debt, other than in the ordinary course of business;
9. declare or make any dividends, special distributions or directly or indirectly redeem equity;
10. file a petition seeking reorganization of the Corporation or any subsidiary under any bankruptcy or similar law;
11. approve capital expenditures outside of the annual capital expenditure plan in excess of \$25,000;
12. approve business plans and budgets and any modifications thereto;
13. change the nature of the Corporation's business;
14. dissolve or liquidate the Corporation or any of its subsidiaries; or
15. enter into acquisition, merger, or joint venture agreements.

The foregoing amendment was adopted by the written consent of shareholders of the Corporation effective the 23rd day of October, 2008. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, BUSINESS JET SEATS INCORPORATED has caused its duly authorized corporate officer to execute Articles of Amendment this 24 day of October, 2008.

BUSINESS JET SEATS INCORPORATED

By: 
Name: Peter C. Krupp
Title: Director