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JAMES B. DENMAN
BOARD CERTIFIED CIVIL TRIAL LAWYER

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March 20, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**RE: Articles of Amendment to Articles of Incorporation of
Atlantic Reconnaissance, Inc.**

Dear Sir:

Enclosed please find a Waiver of Notice of the Board of Directors and Stockholders and Joint Resolution of the Board of Directors and Sole Stockholder of Atlantic Reconnaissance, Inc

Pursuant to the provisions of the foregoing I herewith submit an Amendment to the Articles of Incorporation of Atlantic Reconnaissance, Inc. which we request you accept for filing and return with your certification of acceptance.

I enclosed our firm check in the sum of \$87.50 as your fee for this service.

Very truly yours,

James B. Denman

JBD/meh

Encl(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO ARTICLES OF INCORPORATION OF
ATLANTIC RECONNAISSANCE, INC.**

ARTICLE I

The name of this corporation is Atlantic Reconnaissance, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To engage in the business of ownership, maintenance and use of aircraft..
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 2809 S.W. 46th Street, Fort Lauderdale, Florida 33312.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. The authorized, outstanding and issued shares to ATLANTIC HOLDINGS, LTD., a foreign corporation are hereby cancelled. Richard L. Walser, a citizen of the United States of America and Air Atlantique, Inc., a Florida Corporation are to be issued forty nine percent (49%) and fifty one percent (51%) of the authorized, outstanding and issued shares of stock respectively.

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ARTICLE VI

The street address of the initial registered office of the corporation is 2400 E. Commercial Blvd., Suite 208, Ft. Lauderdale, Florida 33308, and the name of its registered agent at such address is James B. Denman.

ARTICLE VII

The Board of Directors shall consist of no more than three (3) members. The names and addresses of each person who shall serve as members of the Board of Directors are:

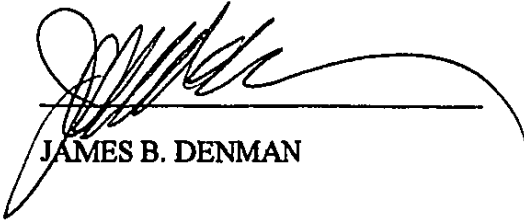
<u>Name</u>	<u>Address</u>
Richard L. Walser	2809 S.W. 46th Street Ft. Lauderdale, Florida 33312
James B. Denman	2400 E. Commercial Boulevard Suite 208 Ft. Lauderdale, Florida 33308
Michael John Hirst Collett	Hangar 5 Coventry Airport United Kingdom CV8 3AZ

ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James B. Denman	2400 E. Commercial Boulevard Suite 208 Ft. Lauderdale, Florida 33308

EXECUTED by the undersigned at Ft. Lauderdale, Broward County, Florida on this
18th day of March, 1997.


JAMES B. DENMAN

STATE OF FLORIDA

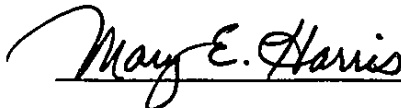
COUNTY OF BROWARD

PERSONALLY appeared before the undersigned authority on the 18th day of March, 1997 before me a Notary Public duly authorized in the State and County of aforesaid to take acknowledgements, James B. Denman, known to be the person described as a subscriber in the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.



MARY E HARRIS
My Commission CC506009
Expires Oct. 26, 1999



Notary Public

Printed Name: MARY E. HARRIS

Commission No. CC506009

My Commission Expires: OCTOBER 26, 1999

**WAIVER OF NOTICE OF JOINT SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
ATLANTIC RECONNAISSANCE, INC.**

We, the undersigned, being the Board of Directors and Stockholders of ATLANTIC HOLDINGS, LTD., the sole stockholder of ATLANTIC RECONNAISSANCE, INC., and the Directors of ATLANTIC RECONNAISSANCE, INC., do hereby waive all notice of the joint special meeting of the Board of Directors and Stockholders of ATLANTIC HOLDINGS, LTD., the sole stockholder of ATLANTIC RECONNAISSANCE, INC., and the Board of Directors of ATLANTIC RECONNAISSANCE, INC., and do hereby agree and consent that the 21st day of February, 1997, at 2:00 P.M. be and the same is hereby fixed as the time, and 2300 E. Commercial Blvd., Suite 208, Ft. Lauderdale, Florida 33308 as the place for holding a joint special meeting of the Board of Directors and Stockholders (ATLANTIC HOLDINGS, LTD.) to approve the Amendment to the Articles of Incorporation, changing the ownership interests, officers and directors of ATLANTIC RECONNAISSANCE, INC.

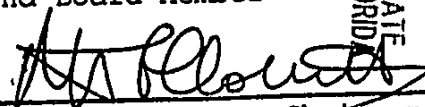
Dated this 21st day of February, 1997.

ATLANTIC RECONNAISSANCE, INC.

BY:



STEPHAN ARTHUR, President
and Board Member

BY:


MICHAEL COLLETT, Chairman of
the Board

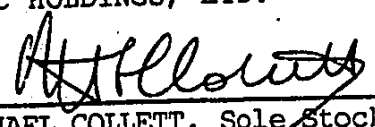
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BY:


PAUL SABIN, Vice President and
Board Member

ATLANTIC HOLDINGS, LTD.

BY:


MICHAEL COLLETT, Sole Stockholder
and Sole Director

JOINT RESOLUTION OF BOARD OF DIRECTORS AND
SOLE STOCKHOLDER (ATLANTIC HOLDINGS, LTD.)
OF ATLANTIC RECONNAISSANCE, INC.

WHEREAS, ATLANTIC RECONNAISSANCE , INC., is presently an active Florida Corporation in good standing with the Department of State, and has been an active Florida Corporation since May 6, 1993; and

WHEREAS, ATLANTIC RECONNAISSANCE, INC., was incorporated by James B. Denman, Esq., a citizen of the United States of America; and

WHEREAS, ATLANTIC HOLDINGS, LTD., a foreign corporation, is the sole stockholder of ATLANTIC RECONNAISSANCE, INC., presently holding all the authorized, outstanding and issued shares of the capital stock of ATLANTIC RECONNAISSANCE, INC.; and

WHEREAS, Stephan James Arthur, Michael John Hirst Collett and Paul Charles Sabin are the sole Directors of ATLANTIC RECONNAISSANCE, INC.

NOW THEREFORE, upon motion duly made, seconded and carried, it was resolved as follows:

1. An Amendment to the Articles of Incorporation will be filed pursuant to Florida Statutes §607.1006 to change the officers, directors and ownership of the corporation. Attached hereto, made a part hereof and marked Exhibit "A" to this Resolution is a copy of the proposed Amendment to the Articles of Incorporation to be filed .

2. The Amendment to the Articles of Incorporation shall be and are hereby authorized to be filed by James B. Denman, as incorporator.

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TALLAHASSEE, FLORIDA

3. The authorized, outstanding and issued 500 shares of capital stock of ATLANTIC RECONNAISSANCE, INC., to ATLANTIC HOLDINGS, LTD., shall be cancelled.

4. A new set of corporate minutes, by-laws, corporate seal and stock certificate shall be issued after acceptance by the Secretary of State of the State of Florida of the Amendment to the Articles of Incorporation, a copy of which is attached hereto, made a part hereof and marked Exhibit "A" to this Resolution.

There being no further business coming before the Board of Directors and Stockholders (ATLANTIC HOLDINGS, LTD.) of ATLANTIC RECONNAISSANCE, INC., and on motion duly made, seconded and carried, the meeting was adjourned this 21st day of February, 1997.

ATLANTIC RECONNAISSANCE, INC.

BY: 

STEPHAN ARTHUR, President
and Board Member

BY: 

MICHAEL COLLETT, Chairman of
the Board

BY: 

PAUL SABIN, Vice President and
Board Member

ATLANTIC HOLDINGS, LTD.

BY: 

MICHAEL COLLETT, Sole Stockholder
and Sole Director