

P93000048316

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

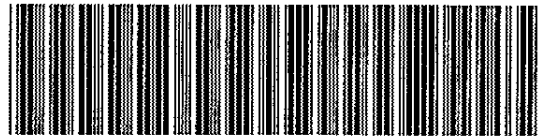
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

T BROWN APR - 5 2004

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Change in Authorized Shares and stock split

DOCUMENT NUMBER: P93000048316

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Row Lipman
(Name of Person)

Aruba Airway, Inc
(Name of Firm/ Company)

5525 NW 15th Ave Suite 302
(Address)

Fl. Lauderdale FL 33309
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Row Lipman at (954) 491-4352
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
04 MAR 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Aruba Airway, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P93000048316

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

See Attached

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 3/23/04

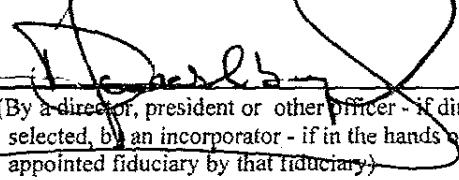
Effective date if applicable: 3/23/04
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23rd day of MARCH, 2004.

Signature , President
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Derwin Westerburger
(Typed or printed name of person signing)

President
(Title of person signing)

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
ARUBA AIRWAY, INC.
(A Florida Corporation)**

Pursuant to Section 607.0821 and 607.0704 of the Florida Business Corporations Act, the undersigned, being the President of Aruba Airway, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify that the following resolutions were adopted by the Corporation's Board of Directors and its stockholders as hereinafter described:

RESOLVED: The Certificate of Incorporation of this Corporation is hereby amended by deleting Article 4 in its entirety and replacing it with the following:

(a) The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares of which fifty million (50,000,000) shares shall be Common Stock, par value \$0.001 per share and Ten Million (10,000,000) shares shall be Preferred Stock, par value \$0.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

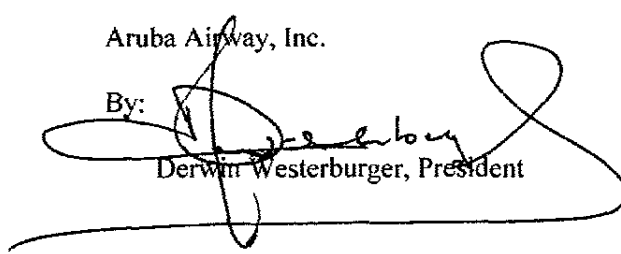
(b) At the effective time of this amendment, each share of common stock of the Corporation issued and outstanding as of the record date set by the Corporation's Board of Directors shall be subject to a three thousand (3,000) for one (1) forward split with all fractional shares rounded to the nearest whole.

The foregoing resolutions and this Certificate of Amendment were adopted by the Board of Directors of the Corporations pursuant to a written consent of the sole director of the Corporation dated March 23, 2004 and by the written consent dated March 23, 2004 of the holders of shares of all the Corporation's voting stock.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed this Certificate of Amendment to the Corporation's Certificate of Incorporation as of March 23, 2004.

Aruba Airway, Inc.

By:


Derwin Westerburger, President