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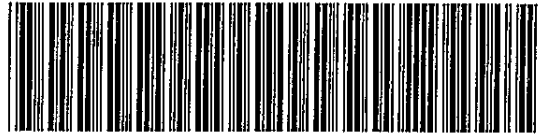
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January 15, 2003

BY FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32399

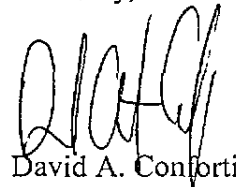
RE: *Avior Technologies Operations, Inc./FlightWorks, Inc.*

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the Articles of Amendment of the Articles of Incorporation of Avior Technologies Operations, Inc. and a check in the amount of \$43.75 to cover filing fees. Please return a copy of the Amendment, stamped with the date of filing, in the enclosed self-addressed and stamped envelope.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



David A. Conforti

Enclosures

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF

AVIOR TECHNOLOGIES OPERATIONS, INC.

FILED
03 JAN 16 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, being the President of Avior Technologies Operations, Inc., a for-profit Florida corporation, submits the following Articles of Amendment to its Articles of Incorporation:

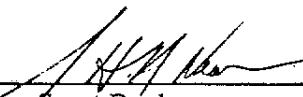
FIRST: The name of the corporation is Avior Technologies Operations, Inc. (the "Corporation").

SECOND: Pursuant to these Articles of Amendment, the name of the Corporation as set forth in Article I of its Articles of Incorporation shall be, and the same hereby is, changed from "Avior Technologies Operations, Inc." to "FlightWorks, Inc."

THIRD: The amendment set forth in paragraph 2 hereinabove was authorized on January 15, 2003 by the unanimous vote of the Corporation's Board of Directors, followed by a unanimous vote of all outstanding shares entitled to vote thereon.

The undersigned does sign, file and deliver these Articles of Amendment, certifying that the facts herein stated are true, and accordingly hereunto set my hand this 15th day of January, 2003.

Avior Technologies Operations, Inc.

By: 
Name: Scott Beale
Title: President