

P94000013372

Florida Department of State

Division of Corporations

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BASIC AMENDMENT**AERO CONTINENTE, INC.**

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 8, 2000

AERO CONTINENTE, INC.
2858 NW 79 AVE
MIAMI, FL 33122USSUBJECT: AERO CONTINENTE, INC.
REF: P94000013372

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The current name of the entity is as referenced above. Please correct your document accordingly.

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Darlene Connell
Corporate SpecialistFAX Aud. #: H00000010462
Letter Number: 500A00012873



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PLEASE CORRECT THE NAME OF THE CORPORATION IN THE HEADING OF THE CONSENT ACTION OF THE DIRECTORS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H00000010462
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

P. 01/05

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CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
AERO CONTINENTE, INC.

FILED
00 MAR -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Director and President, of AERO CONTINENTE INC., a Corporation organized under the laws of the State of Florida certifies that:

1. Amendment adopted: Article I - Name - The name of the Corporation is amended to AERO CONTINENTE (USA) Inc.
 2. The date of adoption of the above amendment is Monday, March 6, 2000.
 3. The undersigned is the director of the Corporation.
- There are no shareholders at the present time.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of March, 2000.


Fernando Zevallos, Director/President

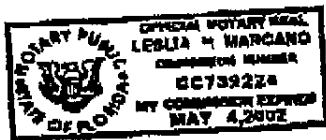
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SWORN TO AND SUBSCRIBED before me this 6th day of March,
2000 by Fernando Zevallos, the Director/President of the
Corporation above described, personally known to me, and who took
an oath.


Notary Public

My Commission Expires:



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CONSENT ACTION OF THE DIRECTORS
OF AERO CONTINENTE, INC.

The undersigned, being the Director of AERO CONTINENTE, INC., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect Article I thereof, to read as follows:
"The name of the Corporation shall be
Aero Continente (USA) Inc.

Dated: This 6th day of March, 2000.



Fernando Zevallos

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