

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0191 FAX

800-142-8086



95000078655

FILED
APR 11 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 577712 89162A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : April 11, 1995

ORDER TIME : 11:08 AM

ORDER NO. : 577712

CUSTOMER NO: 89162A

400001453534

CUSTOMER: Ms. Sally Stauffer
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: FLORIDA WEST SERVICES CORP.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

APR 12 1995

BSB

FILED

05 APR 11 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA WEST SERVICES CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA WEST SERVICES CORP.

The address of the principal office of this corporation shall be Suite 3300 International Place, 100 Southeast 2nd Street, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ulick McEvaddy
Dir.

Suite 3300 International Place
100 Southeast 2nd Street
Miami, Florida 33131

Philip H. Bloom
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ulick McEvaddy
Pres.

Suite 3300 International Place,
100 Southeast 2nd Street
Miami, Florida 33131

Philip H. Bloom
V.Pres.

Same

ARTICLE VIII. INCORPORATOR

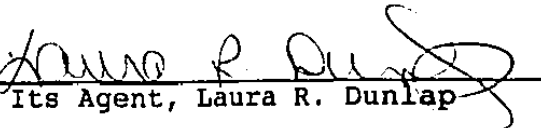
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on April 11, 1995.

CORPORATION INFORMATION SERVICES, INC.

By:


Its Agent, Laura R. Dunlap

FILED

05 APR 11 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

KBR/jwk

120 HAYS STREET
TALLAHASSEE, FL 32300
904 222 9171
904 222 0391 FAX

800-342-8086

P95000028655



ACCOUNT NO. : 072100000032

REFERENCE : 577712 89162A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 35,000

ORDER DATE : April 11, 1995

ORDER TIME : 3:16 PM

ORDER NO. : 577712

CUSTOMER NO: 89162A

300001456193

CUSTOMER: Mr. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: FLORIDA WEST SERVICES CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 APR 14 PM 4: 26

4/14/95

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: _____

1/1/1
7/1/95
George



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1995

CSC NETWORKS
GAIL S.
TALLAHASSEE, FL

SUBJECT: FLORIDA WEST SERVICES CORP.
Ref. Number: P95000028655

We have received your document for FLORIDA WEST SERVICES CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 795A00017179

03 APR 14 PM 4:26
RECEIVED
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
FLORIDA WEST SERVICES CORP., shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA WEST AVIATION SERVICES CORP.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 13th day
of April, 1995.

CORPORATION INFORMATION SERVICES, INC.

Gail Shelby
Its Agent, Gail Shelby
BY: Its Incorporator,

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9170
904-222-0991

800-342-8086

P95000028655



ACCOUNT NO. : 072100000032
REFERENCE : 577712 89162A
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 35.00

ORDER DATE : Apr 11, 1995
ORDER TIME : 9:08 AM
ORDER NO. : 577712
CUSTOMER NO: 89162A

600001470646

CUSTOMER: Ms. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: FLORIDA WEST AVIATION SERVICES CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAY -2 PH 2:55
5:11 PM

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

5/2
Corrected per
Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
55 MAY -2 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI of the Articles of Incorporation of
FLORIDA WEST AVIATION SERVICES CORP. shall be amended to read as
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under
the authority of, and the business and affairs of the
corporation managed under the direction of its Board of
Directors, subject to any limitation set forth in these
Articles of Incorporation. This corporation shall have
four Directors. The names and addresses of the members
of the Board of Directors are:

Ulick McEvaddy Dir.	Suite 3300 International Place 100 Southeast 2nd Street Miami, Florida 33131
Philip H. Bloom Dir.	Same
Desmond McEvaddy Dir.	Same
Robin Brodhurst Dir.	Same

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 2nd day of May, 1995.

Corporation Information Services, Inc.

Gail Shelby
BY: Its Incorporator, Gail Shelby
As Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171

800-342-8086

P95000028655
CS network
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 577712 89162A
AUTHORIZATION : *Patricia [unclear]*
COST LIMIT : \$ 35.00

ORDER DATE : April 11, 1995

ORDER TIME : 1:47 PM

ORDER NO. : 577712

CUSTOMER NO: 89162A

100001482711

Amend

CUSTOMER: Ms. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: FLORIDA WEST AVIATION
SERVICES CORP.

FILED
95 APR 21 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

4/21/95
[Handwritten initials]

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: _____

FILED
95 APR 21 11 10 AM '86
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VII. of the Articles of Incorporation of
FLORIDA WEST AVIATION SERVICES CORP. shall be amended to read as
follows:

ARTICLE VII. OFFICERS

The name and addresses of the officers of
the corporation who shall hold office for the first year
of the corporation, or until their successors are elected
or appointed are:

Ulick McEvaddy Pres.	Suite 3300, International Place 100 Southeast Second Street Miami, Florida 33131
Philip Bloom Sec./V.Pres.	Same
Ronald Cardwell V.Pres.	Same

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9118 FAX

800-342-8086

P95000028655



RECEIVED
95 MAY 10 AM 9:19
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 577712 89162A

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 35.00

ORDER DATE : April 11, 1995

ORDER TIME : 11:02 AM

ORDER NO. : 577712

800001482228

CUSTOMER NO: 89162A

CUSTOMER: Ms. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

CHANGE OF AGENT

NAME: FLORIDA WEST AVIATION SERVICES CORP.

95 MAY 10 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: CAROL HENSAL

5/10
Jon R.A. Chang

Date Filed 4/17/95

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the under-
signed corporation, organized under the laws of the State of Florida, submits the following statement for
the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Florida West Aviation Services Corp.

2. The name and address of its present registered agent is:
CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAY 10 AM 9:10

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)
Francis A. Anania, Esquire
Suite 3300 International Place
100 SE 2nd St.
Miami, Florida 33131

4. The street address of its registered office and the street address of the business office of its registered
agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of
the corporation so authorized by the board of directors.

Philip Bloom, Vice President Signature [Signature]
(Typed or printed name and title) (President or Vice President)

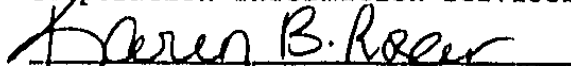
Date 4-17-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FUR-
THER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA
STATUTES.

Please Print/Type Name Francis A. Anania, Esq.
Signature [Signature]
(Agent)
Date 4/25/95

The foregoing amendment was adopted on the 21st day
of April, 1995.

Corporation Information Services, Inc.


BY: Its Incorporator,
Its Agent, Karen B. Rozar

P9500028655

1201 HAYS STREET
MIAMI, FL 33131
305-371-0191

RECEIVED
95 JUN -7 PM 3:18
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 577712 89162A
AUTHORIZATION : Patricia Poynt
COST LIMIT : \$ 35.00

ORDER DATE : April 11, 1995

ORDER TIME : 1:33 PM

ORDER NO. : 577712

CUSTOMER NO: 89162A

CUSTOMER: Ms. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

FILED

95 JUN -7 PM 4:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: FLORIDA WEST AVIATION SERVICES CORP.

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: NC
APB
6/7

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
95 JUN -7 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I of the Articles of Incorporation of
FLORIDA WEST AVIATION SERVICES CORP. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:


GLOBAL AEROSPACE LIMITED, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 7th day
of June, 1995.

Corporation Service Company



Its Agent, Gail Shelby
BY: Its Incorporator,

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9172

800-342-8086

P95000028655

JUL 13 PM 4:08
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 640616 89162A
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 35.00

ORDER DATE : July 12, 1995

ORDER TIME : 2:12 PM

ORDER NO. : 640616

400001537454

CUSTOMER NO: 89162A

CUSTOMER: Mr. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: FLORIDA WEST AVIATION SERVICES
CORP.

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

EXAMINER'S INITIALS:

7/14
John Amend

95 JUL 14 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 JUL 14 12:16
TALLAHASSEE, FLORIDA

July 14, 1995

CSC NETWORKS
SEBRENA
TALLAHASSEE, FL

SUBJECT: GLOBAL AEROSPACE LIMITED, INC.
Ref. Number: P95000028655

Resubmit

We have received your document for GLOBAL AEROSPACE LIMITED, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

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

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 395A00033854

FILED
95 JUL 14 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VII. of the Articles of Incorporation of
GLOBAL AEROSPACE LIMITED, INC. shall be amended to read as
follows:

ARTICLE VI. OFFICERS

The name and addresses of the officers of
the corporation who shall hold office for the first year
of the corporation, or until their successors are elected
or appointed are:

Ulick McEvaddy Pres.	Suite 3300, International Place 100 Southeast Second Street Miami, Florida 33131
-------------------------	--

Philip Bloom Sec./V. Pres.	Same
-------------------------------	------

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
1-800-342-8086 FAX

800-342-8086



P95000028655

ACCOUNT NO. : 072100000032

REFERENCE : 655298 89162A

AUTHORIZATION *Patricia Puyuth*

COST LIMIT : * 35.00

ORDER DATE : August 7, 1995

ORDER TIME : 4:23 PM

ORDER NO. : 655298

800001554749

CUSTOMER NO: 89162A

CUSTOMER: Ms. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

FILED
55 AUG -8 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GLOBAL AEROSPACE LIMITED, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XY PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

LR
Lori R. Dunlap

FILED
65 AUG -8 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VII. of the Articles of Incorporation of
GLOBAL AEROSPACE LIMITED, INC. shall be amended to read as
follows:

ARTICLE VII. OFFICERS

The name and addresses of the officers of the corporation who
shall hold office for the first year of the corporation, or until
their successors are elected or appointed are:

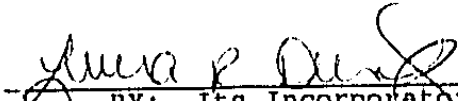
Ulick McEvaddy Pres.	Suite 3300, International Place 100 Southeast Second Street Miami, Florida 33131
Philip Bloom V.Pres.	Same
Ronald Cardwell V.Pres.	Same
Barbara M. Pentony Sec.	Same

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 7th day of August, 1995.

CORPORATION SERVICE COMPANY


BY: Its Incorporator,
Its Agent, Laura R. Dunlap

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171

800-342-8086

995000028655

CSC networks
PROTECTIVE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 655298 89162A

AUTHORIZATION :

Patricia Pyrite

COST LIMIT : \$ 35,000

ORDER DATE : August 7, 1995

ORDER TIME : 2:58 PM

ORDER NO. : 655298

CUSTOMER NO: 89162A

2000010678122

CUSTOMER: Ms. Sally Stauffer
Anania Bandklayder &
Suite 3300, International Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: GLOBAL AEROSPACE LIMITED, INC.

FILED
55 AUG 17 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

8/17
[Signature]

FILED
25 AUG 17 PM 12:53
SUPERIOR COURT OF FLORIDA
PALM BEACH COUNTY

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VII of the Articles of Incorporation of
GLOBAL AEROSPACE LIMITED, INC. shall be amended to read as
follows:

ARTICLE VII. OFFICERS

The name and addresses of the officers of
the corporation who shall hold office for the first year
of the corporation, or until their successors are elected
or appointed are:

Ulick McEvaddy 100 Southeast 2nd Street, #3300
Pres. Miami, Florida 33131

Philip Bloom Same
V. Pres.

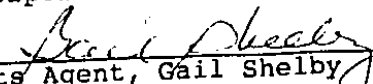
Barbara Pentony Same
Sec.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 16th day
of August, 1995.

Corporation Service Company


Its Agent, Gail Shelby
BY: Its Incorporator,