

ATTORNEY AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

September 1, 1999
Division of Corporations
Office of Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

200002980392--9
-09/08/99--01029--020
*****35.00 *****35.00

Re: Florida Coastal Airlines, Inc.


Dear Secretary:

Please find enclosed a signed, sealed (original) of Resolutions made at the indicated meeting of the shareholders/directors of the subject corporation, wherein, among other decisions, the Articles are amended to increase the number of common, no-par shares to be issued. The required fee of \$35.00 under Section 607.0 (22 10) for amending the Articles, is enclosed.

If other or further documentation is required to effect this amendment, kindly advise, along with acknowledgement of approval of the amendment. Thank you for your assistance in this matter.

Thank you for your assistance in this matter.

Yours truly


John D. Hasler
For the firm

Enclosure/

FILED
99 SEP 17 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRF
9/20



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 15, 1999

JOHN D. HASLER
BLAKE TORRES & MULLER, P.A.
PO BOX 3269
FT. PIERCE, FL 34948-3269

SUBJECT: FLORIDA COASTAL AIRLINES, INC.
Ref. Number: P95000088223

561-4648233
note
copy
sent back

We have received your document for FLORIDA COASTAL AIRLINES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment form.

PLEASE DELETE THE LAST SENTENCE OF THE AMENDMENT FORM ,
REFERRING TO THE ATTACHMENT.

THE AMENDMENT WILL ONLY AMEND THE AUTHORIZED SHARES. AN
AMENDED ANNUAL REPORT SHOULD BE FILED TO SHOW CHANGES IN
OFFICERS/DIRECTORS/REGISTERED AGENT. OTHERWISE, ALL CHANGES
SHOULD BE INCLUDED IN THE AMENDMENT.

The name of the person signing the document must be typed or printed beneath
or opposite the signature.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 099A00045384

ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

September 17, 1999

Ms. Karen Gibson
Corporate Specialist, Amendment Section
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

re: Florida Coastal Airlines, Inc.
Ref. #950000882223

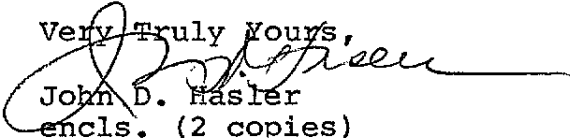
Dear Ms. Gibson:

Thank you for your courteous assistance via telephone this date in the subject corporation's amendment.

I am enclosing the deleted Amendment to Articles of Incorporation, signed by the president, Dean A. Forest. As we discussed, the Annual Report for next year will carry the one change in the name of the Secretary.

Again, I do appreciate your cooperation.

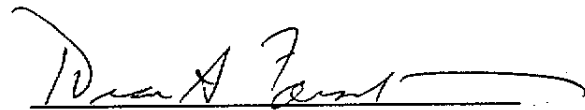
Very Truly Yours,


John D. Hasler
encls. (2 copies)

AMENDMENT TO ARTICLES OF INCORPORATION
FLORIDA COASTAL AIRLINES, INC.

FILED
99 SEP 17 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

At a special meeting of the Shareholders and Directors of the corporation on July 1, 1999, a Resolution was passed unanimously to amend the Articles of Incorporation by increasing the number of authorized shares from 1,000 to 100,000 common no-par value shares and to petition the Secretary of State, Division of Corporations, to enter this Resolution on the record showing the amendment herein.



President and Secretary
of the joint meeting
Dean A. Forest, Presd't.