

P95000092410

MARSHA G. MADORSKY
ATTORNEYS AT LAW

FILED
98 MAY 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 24, 1998

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

300002502773--8
-04/28/98-01059-015
*****35.00 *****35.00

Attention: Amendments

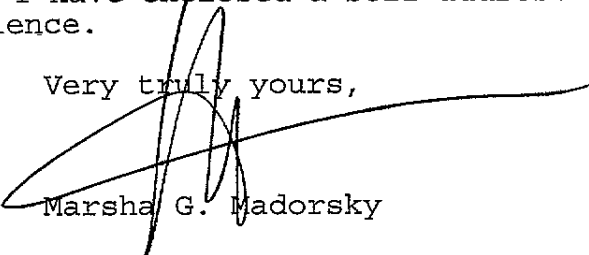
Re: MESS'M, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for the above, together with our check payable to the Department of State, Division of Corporations in the amount of \$35.00 for the filing fee.

Please file the enclosed Amendment and return a stamped filed copy of same to the undersigned. I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,


Marsha G. Madorsky

Enclosure
MGM/nb

VS MAY 19 1998

N/C



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1998

MARSHA G. MADORSKY
2665 S. BAYSHORE DR., STE. 603
MIAMI, FL 33133

SUBJECT: MESS'M, INC.
Ref. Number: P95000092410

We have received your document for MESS'M, 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):

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 598A00024923

MARSHA G. MADORSKY

ATTORNEYS AT LAW

May 12, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Att: **Velma Shepard**
Corporate Specialist

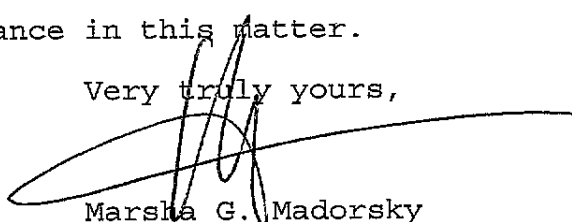
Re: MESS'M, INC.
Ref. Number P95000092410

Dear Ms. Shepard:

I received your letter number 598A00024923 (copy attached), and am enclosing revised Articles of Amendment for the above referenced corporation. If the enclosed is acceptable, please file same and return conformed copy of the Amendment.

Thank you for your assistance in this matter.

Very truly yours,



Marsha G. Madorsky

MGM:nb

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MESS'M, INC.**

FILED
98 MAY 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to applicable provisions of Florida law, the Articles of Incorporation of MESS'M, INC., as originally filed in the office of the Secretary of State of Florida on December 4, 1995 are hereby amended as follows:

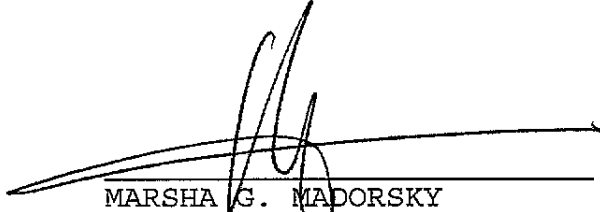
1. Both the caption and ARTICLE I of said Articles of Incorporation are hereby amended in all respects necessary in order to change the name of the Corporation from MESS'M, INC., to:

UP IN THE AIR INVESTMENTS, INC.

2. In all other respects, said Articles of Incorporation shall remain unchanged, and are hereby ratified and confirmed.

These Article of Amendment were duly approved by the Shareholder and Director of the Corporation this 12 day of May, 1998.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12 day of May, 1998.


MARSHA G. MADORSKY
President/Secretary

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARSHA G. MADORSKY, who is known to me, and known by me to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation, and who did take an oath and acknowledged that she executed these Articles of Incorporation this 12th day of May, 1998.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Nanette Bonilla-Caraballo.
Printed Name of Notary

My Commission expires:



Nanette Bonilla-Caraballo
My Commission CC650203
Expires June 29, 2001