

**INTERNATIONAL FINANCIAL STRATEGIC
INVESTMENT GROUP, INC.**

332 NW 73rd Court
Palm Beach, Florida 33407

996000004965

Florida Division of Corporations - Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

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-06/11/97--01011--001
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Dear Sir or Madam,

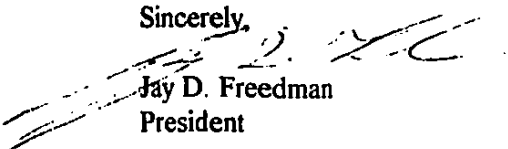
Enclose please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of International Financial Strategic Investment Group, Inc., a Florida corporation incorporated on January 16, 1996. (Formerly known as International Financial Concepts).

Enclosed also find the \$35 filing fee as per your offices instructions.

Please return the copy stamped as filed in the enclosed self addressed stamped envelope.

Thank you in advance for your cooperation.

Sincerely,


Jay D. Freedman
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6-10-97

Amend

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

International Financial Strategic Investment Group, Inc.

Pursuant to the provisions of Article 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article IV shall be deleted in its entirety and replaced by the following:

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) to purchase and own one Gulfstream G-1159A aircraft bearing Manufacturer's serial number 424, and the two Roll Royce MK511-8 engines installed thereon bearing respectively, manufacturer's serial numbers 11264 and 11265 (the Aircraft) from Gulfstream Aerospace Corporation (the Seller) as owner of the aircraft pursuant to the Gulfstream Aircraft Sales Agreement (The Purchase Agreement) to be entered into between the Seller and this corporation;
- (2) to finance the purchase of the Aircraft, including a bank loan from Raiffeisen Zentralbank Osterreich Aktiengesellschaft (RZB) pursuant to the Facility Agreement (the Facility Agreement) to be entered into between RZB and this corporation for such purpose;
- (3) to lease the Aircraft to Runicom Limited pursuant to the Aircraft Lease Agreement between this corporation and Runicom Limited;
- (4) to perform this corporation's obligations under the Facility Agreement, the Lease, the Mortgage (as defined below) and other documents contemplated thereunder (collectively the "Relevant Document");
- (5) to grant security pursuant to the Aircraft Mortgage and Security Agreement (the "Mortgage") between RZB and this corporation for the obligations of this corporation as contemplated by the Relevant Documents;

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(6) to undertake any and all actions, matters and things as may be considered by the Directors of this corporation to be necessary or desirable in connection with the performance by this corporation of its obligations or its enforcement of its rights under the Relevant Documents.

(7) to exercise and enforce all rights and powers conferred by or incidental to the Relevant Documents;

(8) to undertake all actions considered by the Directors of this corporation to be necessary to ensure that this corporation's obligations under the Relevant Documents, when executed and delivered, constitute the valid and binding objectives of this corporation;

(9) to undertake all actions considered by the Directors of this corporation to be necessary or desirable to ensure due compliance by this corporation with all of the provisions of the Relevant Documents; and

(10) to engage in any other lawful act or activity but only to the extent that such act or activity is necessary or incidental to the foregoing objects.

(11) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To have and exercise all powers necessary or convenient to effect its purpose.

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent

permitted under Florida law, or the applicable laws of any other jurisdiction.

Article V shall be deleted in its entirety and replaced by the following

ARTICLE V

This corporation shall have the authority to issue two classes of stock.

Class A shares will be fully voting common stock, with each share being entitled to one vote per share.

Class B shares will be non-voting common stock.

In the case of liquidation, both classes shall have equal preferences.

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 200 shares, having an individual par value of \$1.00, as follows:

Class A: 100 shares having an individual par value of \$1.00;

Class B: 100 shares having an individual par value of \$1.00;

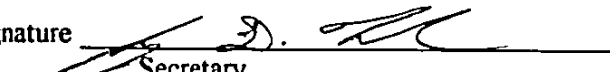
SECOND: The date of each amendment's adoption: May 29, 1997

THIRD: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 29th day of May, 1997.

Signature


Secretary
Jay Freedman