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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Aeroservicios U.S.A., Inc. P90000087343
(Corporation Name) (Document #)
2. _____
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☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

AEROSERVICIOS U.S.A., INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AEROSERVICIOS U.S.A., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

AMENDMENT 1

The address of the principal office of this corporation is:

**3975 N.W. 25TH STREET
MIAMI, FL 33142**

AMENDMENT 2

The names, Titles, and addresses of the officers who will serve until the next election or appointment under these Articles of Incorporation are:

Gabriel Serrano Martinez President	Gabriel Serrano Galvis Vice President	Luz Rosa Galvis de Serrano Treasurer/Secretary
3975 N.W. 25th St. Miami, Fl 33142	3975 N.W. 25th St. Miami, Fl 33142	3975 N.W. 25th St. Miami, Fl 33142

AMENDMENT 3

The board of Directors shall consist of a total of three (3) persons and the names and addresses of the persons who are to serve as directors are:

Gabriel Serrano Martinez	Gabriel Serrano Galvis	Luz Rosa Galvis de Serrano
3975 N.W. 25th St. Miami, Fl 33142	3975 N.W. 25th St. Miami, Fl 33142	3975 N.W. 25th St. Miami, Fl 33142

AEROSERVICIOS U.S.A., INC.

AMENDMENT 4

The following shares of common stock have been issued pursuant to a shareholders agreement dated June 24, 2004 (Copy of the agreement is attached to this Amendment):

Gabriel Serrano Galvis 15,000 shares

The names of shareholders and the number of shares of stock each agrees to take after this amendment are as follows:

Gabriel Serrano Martinez	6,000 shares
Gabriel Serrano Galvis	19,500 shares
Luz Rosa Galvis de Serrano	4,500 shares

SECOND: The date of each amendment's adoption: JUNE 30, 2004

THIRD: Adoption of Amendments:

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

Signed this 30th day of JUNE, 2004.

Signature

Signature

Signature

GABRIEL SERRANO MARTINEZ
Printed Name

GABRIEL SERRANO GALVIS
Printed Name

LUZ ROSA GALVIS DE SERRANO
Printed Name

PRESIDENT
Title

VICE PRESIDENT
Title

TREASURER / SECRETARY
Title

SHAREHOLDERS AGREEMENT

AEROSERVICIOS U.S.A. INC.,

JUNE 24, 2004

We, Gabriel Serrano Martinez, owner of forty percent (40%) of the stock, Luz Galvis de Serrano, owner of thirty percent (30%) of the stock, and Gabriel Serrano Galvis, owner of thirty percent (30%) of the stock, considering that:

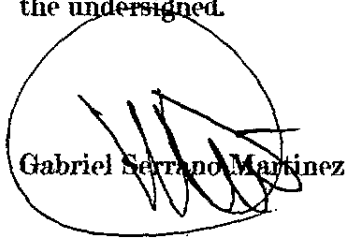
- 1) The Capital Stock of the Company of One Hundred thousand dollars (\$100,000.00) does not reflect the actual monthly sales volume (year 2003 \$211,200.00 per month), or the Total Assets (at December 31, 2003 \$1,388,834.09) or the liability volume (at December 31, 2003 \$985,965.00);
- 2) The Net Worth of the Company (at December 31, 2003 \$402,869.15) is not being considered when financial exercises are applied, since it is interpreted as owned by stockholders and not by the Corporation;
- 3) The existing difference between Net Worth/Debt may affect credit worthiness and in so doing limit the amount and terms approved by suppliers;
- 4) Stockholder Gabriel Serrano Galvis has loaned the Company in December 2001, and January 2003, and that the total amount owed him at December 31, 2003 is One Hundred and Fifty Nine Thousand Six Hundred and thirty four and 35/100 (\$159,634.35);
- 5) It is the will of stockholders Gabriel Serrano Martinez and Luz Galvis de Serrano to grant Gabriel Serrano Galvis the principal stock ownership since it is he who has and is the general manager of the Company, and thanks to his efforts and dedication has been able to take the company to its current financial position;

Decided:

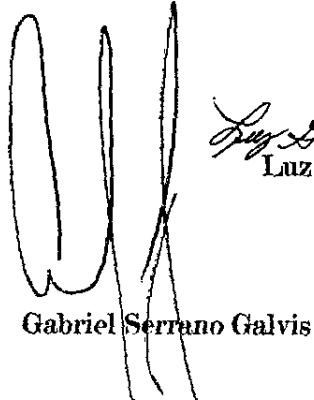
- 1) To increase the Capital Stock of the Company by One hundred Thousand dollars (\$100,000.00) and establish Capital Stock at Two hundred Thousand dollars (\$200,000.00), and at the same time capitalize the increase through a reduction in the partner loan payable of Gabriel Serrano Galvis;
- 2) To modify the stock ownership of the company effective January 1, 2004 as follows. Stock owners Gabriel Serrano Galvis contribution to Capital will be One Hundred and Thirty Thousand dollars (\$130,000.00); which represent sixty five percent (65%) of Capital Stock; Stock owner Gabriel Serrano Martinez will maintain his initial investment of Forty Thousand dollars (\$40,000.00) and will own twenty percent (20%) of Capital Stock, and Stock Owner Luz Galvis de Serrano will maintain her initial investment of Thirty Thousand dollars (\$30,000.00) representing fifteen percent (15%) of Capital Stock;
- 3) Accordingly the Retained Earnings at December 31, 2003 will be distributed (when distributed) at the existing stock ownership percentages at the cut off date (December 31, 2003). As of January 1, 2004 the earnings distribution will be made based on the new ownership percentages established in 2) above.

SHAREHOLDERS AGREEMENT
AEROSERVICIOS U.S.A. INC.,
JUNE 24, 2004

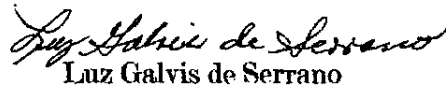
This agreement is signed on June 24, 2004 in the city of Miami, Florida and witnessed by the undersigned.



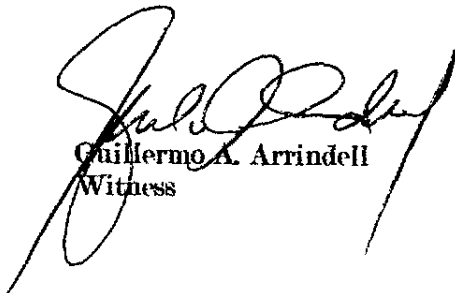
Gabriel Serrano Martinez



Gabriel Serrano Galvis



Luz Galvis de Serrano



Guillermo A. Arrindell
Witness