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OF

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OF COUNSEL  
IRA MARCUS (MEMBER OF  
FLORIDA, MASSACHUSETTS  
AND NEW JERSEY BAR)  
JOEL STEWART (MEMBER  
OF FLORIDA AND  
CONNECTICUT BAR)  
MEIKE PAGEL (ADMITTED  
TO PRACTICE IN  
GERMANY ONLY)

December 3, 1998

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

200002704462--5  
-12/07/98--01081--015  
\*\*\*\*\*43.00 \*\*\*\*\*43.00

Attn: Amendment Section

RE: NAME CHANGE OF ABSOLUTE AIR CHARTER SERVICES, INC.

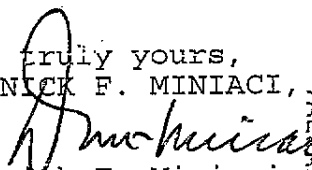
Dear Sir/Madam:

Enclosed please find name change amendment of ABSOLUTE AIR  
CHARTER SERVICES, INC.

Also enclosed is a check in the amount of \$ 43.00 USD made  
payable to the Florida Department of State for the \$ 35.00 filing  
fee and an additional \$ 8.00 for certified copy of certificate of  
name change.

Should you require additional information, please contact  
the undersigned.

Very truly yours,  
DOMINICK F. MINIACI, P.A.

  
Dominick F. Miniaci

DFM:mep

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
ABSOLUTE AIR CHARTER SERVICES, INC.

TO: Department of State  
Tallahassee, Florida

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation.

1. The present name of the corporation is  
ABSOLUTE AIR CHARTER SERVICES, INC.

2. The following amendment of the Articles of Incorporation was adopted by a meeting of the stockholders and directors of the corporation on November 20, 1998, in the manner prescribed by the Florida General Corporation Act and the change in the Articles is as follows:

a) The name of the corporation shall be changed from  
ABSOLUTE AIR CHARTER SERVICES, INC.

to: ABSOLUTE AIRWAYS, INC.

3. The Adoption of Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated 11-25-98 ABSOLUTE AIR CHARTER SERVICES, INC.

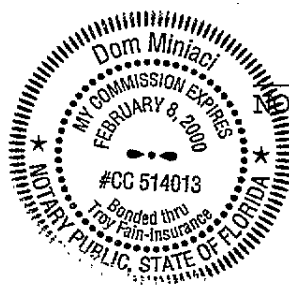
BY: [Signature]  
BRUNO PIOTROWSKY,  
President and Director  
and Sole Shareholder

ATTEST:

[Signature]  
BRUNO PIOTROWSKI  
Secretary and Director

STATE OF FLORIDA  
COUNTY OF BROWARD

SWORN TO and subscribed before me this 25 day of  
November, 1998.



[Signature]  
NOTARY PUBLIC