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FROM: COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P ACCT#: 075410000050
CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900 FAX #: (305)857-9322

NAME: ZENITH AEROSPACE, INC.

AUDIT NUMBER.....H97000019051

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 1

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Amendment
11/17/97
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11/14/97

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1997

ZENITH AEROSPACE, INC.
3260 NW 23RD AVE, SUITE 1000, BLDG E
POMPANO BEACH, FL 33069

SUBJECT: ZENITH AEROSPACE, INC.
REF: P97000085718

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000019051
Letter Number: 597A00055006

**ARTICLES OF AMENDMENT TO THE ARTICLES
OF ZENITH AEROSPACE, INC.
a Florida Corporation**

Pursuant to Sections 607.1005 and 607.1006, Florida Statutes, **ZENITH AEROSPACE, INC.**, a Florida corporation, hereinafter referred to as the "Corporation," files these Articles of Amendment.

1. Article VIII of the Articles of Incorporation of Corporation is deleted in its entirety and amended to read as follows:

ARTICLE VIII

BOARD OF DIRECTORS

The corporation shall have one (1) director. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the director is:

Name

Address

Eduardo U. Bajuelo

3260 N.W. 23rd Avenue
Suite 1000, Building E
Pompano Beach, FL 33069

2. The Corporation was incorporated on October 3, 1997. No shares of Common Stock have yet been issued, therefore no Shareholder action is required to adopt these amendments.

3. In accordance with Section 607.1005, Florida Statutes, the foregoing Amendment to the Articles of Incorporation of the Corporation is duly adopted and approved by the undersigned, who is the Sole Incorporator of the Corporation named in the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Sole Incorporator of the Corporation, has executed these Articles of Amendment this 14th day of November, 1997.

Prepared by:
Miguel A. Maspons, Esq.
Florida Bar No. 794155
2601 S. Bayshore Dr., 19th Fl.
Miami, FL 33133
(305) 854-5900



MIGUEL A. MASPONS, Sole Incorporator

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