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Requestor's Name

Address

Ci Jeanette E. Smith
& Associates, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
OF
PALADIN AVIATION SERVICES CORP.**

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Paladin Aviation Services Corp., a corporation organized and existing under and by virtue of the laws of the State of Florida, does hereby amend its Articles of Incorporation as follows:

First: That the Board of Directors of said corporation, by unanimous consent of its members, adopted a resolution proposing and declaring advisable the following amendment: **RESOLVED**, that, per Article III of the Articles of Incorporation, William Sanchez shall release 500 shares of common stock to Elvin Guzman per the separate Shareholders Agreement drafted by the parties, resulting in 500 shares being held by Elvin Guzman and 500 shares being held by William Sanchez.

Second: That the Board of Directors of said corporation, by unanimous consent of its members, adopted a resolution proposing and declaring advisable the following amendment: **RESOLVED**, that, per Article VI of the Articles of Incorporation, there shall be two directors of the corporation. This number may be increased or diminished from time to time, but shall never be less than one.

Third: That the Board of Directors of said corporation, by unanimous consent of its members, adopted a resolution proposing and declaring advisable the following amendment: **RESOLVED**, that, per Article VII of the Articles of Incorporation, Elvin Guzman shall be added as an additional director using the same street address as that of the corporation.

Fourth: That the Board of Directors of said corporation, by unanimous consent of its members, adopted a resolution proposing and declaring advisable the following amendment: **RESOLVED**, that, per Article VIII of the Articles of Incorporation, Jeanette E. Smith, per separate written documentation, has rescinded any rights and obligations that she held as incorporator of the named corporation.

Fifth: That the Board of Directors of said corporation, by unanimous consent of its members, adopted a resolution proposing and declaring advisable the following amendment: **RESOLVED**, that, per Article IX of the Articles of Incorporation, William Sanchez shall hold the positions of President and Secretary and Elvin Guzman shall hold the positions of Vice-President and Treasurer.

Sixth: That the amendments were adopted by unanimous consent of the Board of Directors and that in lieu of a meeting and vote of shareholders, the sole shareholder, William Sanchez, gave his consent to said amendments in accordance with Florida law and the Articles of Incorporation.

Seventh: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Florida law on November 14, 1997.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be signed by William Sanchez, its President and Secretary and by Elvin Guzman, its newly-appointed Vice-President and Treasurer, this 14th day of November, 1997.

PALADIN AVIATION SERVICES CORP.

By: William Sanchez
William Sanchez
President/Secretary

Seal:

By: Elvin Guzman
Elvin Guzman
Vice-President/Treasurer

Witness: Susan Lorie
Susan Lorie

Witness: Stephen Smith
Stephen Smith