

P98000020784



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, FL 32301  
(850) 681-6528

HOLD

FOR PICKUP BY  
UCC SERVICES

OFFICE USE ONLY (Document #)

661502

900002508389--1  
-05/04/98--01001--007  
\*\*\*\*\*37.50 \*\*\*\*\*37.50

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

Airport Acquisition Inc  
Amend

FILED  
98 MAY -1 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

Name: 4/98

**RUSH**

Upca er: Don

Update Verifier: Don

Acknowledgement: Don

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

RECEIVED  
98 MAY -1 PM 3:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AIRPORT ACQUISITION, INC.**

**FILED**  
98 MAY -1 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Juan Carlos Mas, as Sole Director of Airport Acquisition, Inc., a Florida corporation (the "Corporation"), hereby certifies that there are no shareholders as of this date and that the sole director of the Corporation adopted a resolution by written consent on the 15th day of April, 1998, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

The following Articles are hereby added to the Corporation's Articles of Incorporation:

**ARTICLE VI. - RESTRICTION ON THE VOLUNTARY ISSUANCE,  
SALE OR TRANSFER OF SHARES**

The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the Corporation or any of its stockholders, whether voluntary or by operation of law, are subject to transfer restrictions more particularly described in the Amended and Restated Stockholders Agreement, dated February 9, 1996, as modified, between Homestead Air Base Developers, Inc. ("HABDI") and its stockholders (the "Stockholders Agreement"), a copy of which is on file in the offices of HABDI. Any unauthorized transfer shall be void and ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares.

This Article may not be deleted, modified or amended without the written consent of HABDI.

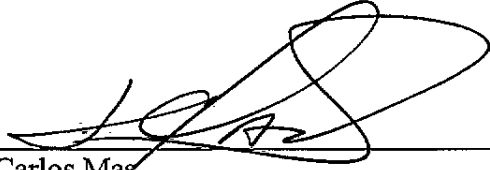
**ARTICLE VII - CERTIFICATE ENDORSEMENT**

On or before the issuance, sale or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Amended and Restated Stockholders Agreement, dated February 9, 1996, as modified, between Homestead Air Base Developers, Inc. ("HABDI") and its stockholders, a copy of which is on file in the offices of HABDI. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

This Article may not be deleted, modified or amended without the written consent of HABDI.

Dated this 15th day of April, 1998

  
\_\_\_\_\_  
Juan Carlos Mas,  
Sole Director