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June 15, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-06/19/98--01134--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

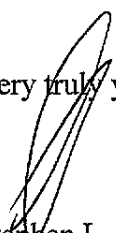
**Re: Articles of Amendment of Wing It Up, Inc.**  
**Our File No: 427.000**

Dear Sir/Madam:

I am enclosing the original articles of amendment to the Articles of Incorporation of Wing It Up, Inc. along with the corporate action authorizing same. Also enclosed is our firm's check # 3845 in the sum of \$35.00 constituting the filing fee for same.

Thank you.

Very truly yours,

  
Stephen L. Vinson, Jr.

SLV/ip  
Enclosures

FILED  
98 JUN 19 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.  
6-26-98  
CC

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
WING IT UP, INC.**

FILED  
98 JUN 19 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is WING IT UP, INC.
2. The following Amendment to the Articles of Incorporation was adopted unanimously by the shareholders and directors of the corporation on June 1, 1998 pursuant to Florida Statutes Section 607.1003.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,200,000. Such shares shall be of a single class, and shall have a par value of TWO DOLLARS (\$2.00) per share.

Executed this 5 day of June, 1998.

\_\_\_\_\_  
WING IT UP, INC.  
a Florida corporation

By: *James E. Schindel*

STATE OF FLORIDA )  
                          : ss  
COUNTY OF BROWARD)

BEFORE ME, personally appeared JAMES E. SCHINDEL, as President of WING IT UP, INC. and he acknowledged that he executed the foregoing Articles of Amendment to the Articles of Incorporation on behalf of the corporation.

✓ Said person is personally known to me.

\_\_\_\_ Said person provided the following type of identification  
\_\_\_\_\_

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5 day of June, 1998.

My commission expires:

*James E. Schindel*  
NOTARY PUBLIC

**CORPORATE ACTION  
WING IT UP, INC.**

The undersigned, being the President of WING IT UP, INC., a Florida corporation, hereby consents to, adopts and orders the following corporate action:

1. The undersigned hereby waives all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

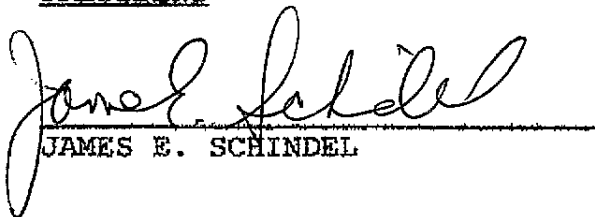
2. The corporation's Articles of Incorporation shall be revised as follows:

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,200,000. Such shares shall be of a single class, and shall have a par value of TWO DOLLARS (\$2.00) per share.

The undersigned shareholders have executed the foregoing corporate action for the purpose of giving their consent thereto as of this 5 day of June, 1998.

PRESIDENT

  
JAMES E. SCHINDEL

FILED  
98 JUN 19 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA