

P98000044687

FEINGOLD & KAM

ATTORNEYS AT LAW

Republic Security Bank Building
603 Village Boulevard, Suite 302
West Palm Beach, Florida 33409
561-686-1995

June 12, 1998

FILED
98 JUN 29 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

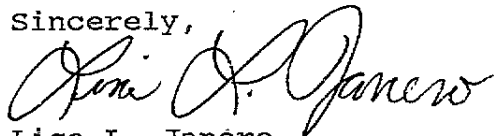
900002560209--8
-05/16/98--01010--010
*****35.00 *****35.00

Dear Sir/Madam:

Please find enclosed articles of amendment to the articles of incorporation of Condor Flight Spares. We have enclosed a check in the amount of \$35.00 for the cost of filing the amendment. Please stamp one of the documents and return to our office in the self-addressed stamped envelope provided.

Thank you in advance, for your cooperation in this matter.

Sincerely,



Lisa L. Janero
Administrative Assistant

ENC

Amend.
6-30-98
CC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 22, 1998

FEINGOLD & KAM
LISA L. JANERO
603 VILLAGE BLVD., STE.302
WEST PALM BEACH, FL 33409

SUBJECT: CONDOR FLIGHT SPARES, INC.
Ref. Number: P98000044687

We have received your document for CONDOR FLIGHT SPARES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00034183

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CONDOR FLIGHT SPARES, INC.

FILED
98 JUN 29 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute 607.1006, Condor Flight Spares, Inc. hereby submits these Articles of Amendment to its articles of incorporation previously filed with the Department of State on May 15, 1998 and makes the following amendments which have been so adopted:

ARTICLE III

This corporation shall be authorized to issue up to thirty million shares (30,000,000) of common stock with a par value of one cent (\$.01).

ARTICLE IV

The voting power for the election of the directors and for all purposes to be lawfully put before a shareholder vote shall be vested in the holders of shares of the common stock with each share of stock entitled to a single vote. All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

This amendment was approved by all shareholders and all members of the board of directors and thereby the number of votes cast for the amendment was sufficient for approval.


Director Martin Washofsky

JUNE 2, 1998 date Adopted and Signed