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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Amend.

1.) BOCAIR Group, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
(CORPORATE NAME & DOCUMENT #)

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10.)
(CORPORATE NAME & DOCUMENT #)

FILED
98 DEC 10 M 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

See 12/11

98 DEC 10 M 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOCAIR GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is Bocair Group, Inc.

SECOND: Article II is deleted in its entirety and replaced by the following:

Article II

The principal office and mailing address of the corporation shall be 1900 Glades Road, Suite 101, Boca Raton, Florida 33431.

THIRD: The following is added as an additional article:

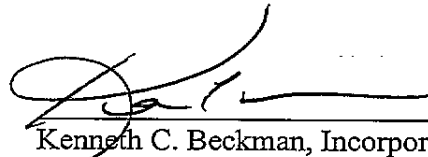
Article VI

The purpose of the corporation shall be to purchase and own an aircraft for lease.

FOURTH: These amendments were adopted on December 8, 1998.

FIFTH: These amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 8th day of December, 1998.


Kenneth C. Beckman, Incorporator