

P98000059652

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Division of Corporations
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

AIRCASE INTERNATIONAL, INC.

Certificate of Status	0
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Page Count	04
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Amendment
10-6-00

9/8/00 2:15 PM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

AIRCASE INTERNATIONAL, INC.
6825 SW 21ST CT.
UNIT 3
DAVIE, FL 33317

SUBJECT: AIRCASE INTERNATIONAL, INC.
REF: P98000059652

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000047389
Letter Number: 000A00047781

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AIRCASE INTERNATIONAL, INC.

FILED
00 OCT -5 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: Article III is hereby repealed and replaced as follows:

III

There shall be Authorized Ten Million Shares of Common Stock at No Par Value each.

Second: New Article XV is hereby added as follows:

XV

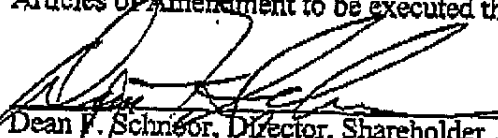
Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

Third: All of the Amendments were approved by all of the shareholders and all of the directors on this 21 day of August, 2000. The number of votes cast for the Amendment was unanimous and sufficient for approval.

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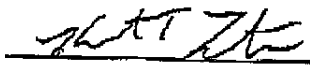
IN WITNESS WHEREOF, all the shareholders and all the directors of AIRCASE INTERNATIONAL, INC., have set their hand and seal, and caused these Articles of Amendment to be executed this 21 day of August, 2000.

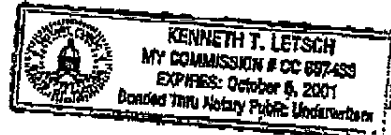

Dean F. Schnoor, Director, Shareholder, Secretary


Dan Bishop, Director, Shareholder, President

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.

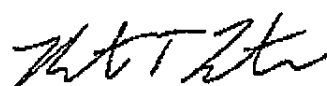
The foregoing instrument was acknowledged before me this 21st day of August, 2000. By Dean F. Schnoor as Director and Shareholder of Aircase International, Inc., a Florida corporation, on behalf of the corporation and himself, known to me to be the person described herein and who executed the foregoing Amendment for the purposes therein stated, and who is personally known to me.

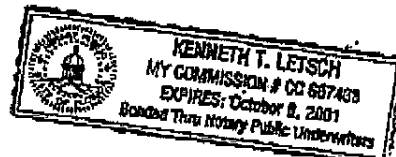

NOTARY PUBLIC, STATE OF FLORIDA



STATE OF FLORIDA)
COUNTY OF BROWARD) SS.

The foregoing instrument was acknowledged before me this 21st day of August, 2000. By Dan Bishop as Director and Shareholder of Aircase International, Inc., a Florida corporation, on behalf of the corporation and himself, known to me to be the person described herein and who executed the foregoing Amendment for the purposes therein stated, and who is personally known to me.


NOTARY PUBLIC, STATE OF FLORIDA



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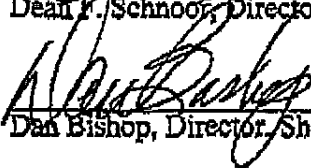
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UNANIMOUS WRITTEN CONSENT
OF SHAREHOLDERS AND DIRECTORS
OF AIRCASE INTERNATIONAL, INC.,
A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING

The undersigned, being all the shareholders and all the directors of AIRCASE INTERNATIONAL, INC., a Florida corporation (the "Corporation"), hereby take the following actions by consent in lieu of holding a special meeting, pursuant to the terms of Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

RESOLVED, that the Articles of Incorporation shall be amended as specified in the attached Articles of Amendment to be filed with the Secretary of State

DATE: 8/21/2000


 Dean F. Schnoor, Director, Shareholder, Secretary

 Dan Bishop, Director, Shareholder, President

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