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August 20, 1999

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

Re: Articles of Amendment

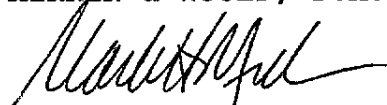
Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Safra Aircraft Company, along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin
MHM/mf
Enclosures

cc: Michael Margaritoff

99 AUG 24 AM 9:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/24/99--01007--023
*****87.50 *****~~87.50~~
43.50

Amend

V. SHEPARD AUG 31 1999

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

SAFIRE AIRCRAFT COMPANY

FILED
99 AUG 24 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, on May 24, 1999 the then sole shareholder and sole director of Safire Aircraft Company, a Florida corporation (the "Corporation"), adopted the following resolution by written consent:

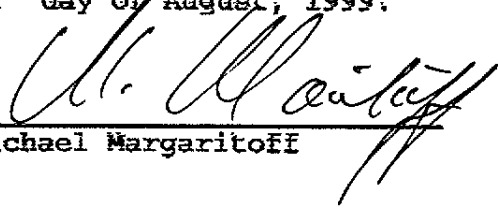
RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to decrease the par value of the authorized shares of common stock from \$1.00 to \$0.0001.

The number of votes cast for the subject resolution by such shareholder was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolution, Article V of the Corporation's Articles of Incorporation is amended in part to read as follows:

The total number of shares of common stock which the Corporation shall have authority to issue is fifty million (50,000,000) shares of common stock, \$0.0001 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 11th day of August, 1999.


Michael Margaritoff