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Attorneys at Law

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December 5, 2000

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

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*****43.75 *****43.75

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 Safire Aircraft Company along with a check in the amount of \$43.75 to cover the filing fee and fee for a certified copy. Please send the certified copy to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin
MHM/deb

Enclosures

cc: Michael Margaritoff

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00 DEC 20 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Out P98000082118
12-20-00
Amend
copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 13, 2000

MARK MIRKIN
1700 PALM BEACH LAKES BLVD.
SUITE 580
WEST PALM BEACH, FL 33401

SUBJECT: SAFIRE AIRCRAFT COMPANY
Ref. Number: P98000082118

We have received your document for SAFIRE AIRCRAFT COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 800A00062912

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December 18, 2000

Carol Mustain
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Safire Aircraft Company
Ref. No. P98000082118

Dear Ms. Mustain:

Thank you for your letter dated December 13, 2000, a copy of which is enclosed herewith. Also enclosed please find an original and a duplicate of the Articles of Amendment, modified in accordance with your instructions. Please file the Articles and send me the certified copy as previously requested.

If you have any further questions or comments, please call me.

Thank you.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin
MHM/deb

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
SAFIRE AIRCRAFT COMPANY

REVISED CERTIFICATE OF DESIGNATION
FOR
SERIES A PREFERRED STOCK

Pursuant to the provisions of the Florida Statutes, on October 5, 2000 the Board of Directors of Safire Aircraft Company, a Florida corporation (the "Corporation"), duly adopted the following resolutions changing the relative rights and preferences of Series A Preferred Stock, par value \$.01 per share, of the Corporation; shareholder approval was not required:

RESOLVED, that the Series A Preferred Stock shall be changed to have the following powers, preferences, rights, qualifications, limitations and restrictions:

PREFERENCE IN LIQUIDATION. The Series A Preferred Stock shall rank senior with respect to liquidation preference over the Corporation's common stock. Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of the Corporation's common stock, the holders of the Series A Preferred Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders twenty thousand dollars (\$20,000) per share, plus all accrued unpaid dividends, if any. If, in the event of such liquidation, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Series A Preferred Stock of the amounts to which they are entitled pursuant to the previous sentence, then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the previous sentence. A merger or consolidation of the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corpo-

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ration.

DIVIDENDS.

(a) Regular. The holders of Series A Preferred Stock shall be entitled to a dividend of three thousand two hundred dollars (\$3200) per share per year out of funds legally available therefor prior and in preference to payment of any dividend (other than dividends payable solely in common stock of the Corporation) with respect to the Corporation's common stock. No dividend or distribution shall be declared or paid on any shares of the Corporation's common or preferred stock (other than dividends payable solely in common stock of the Corporation) unless the preferred dividends described above have first been paid. The right to dividends on shares of Series A Preferred Stock shall be cumulative. Dividends shall be paid on or before the twentieth (20th) day after the end of each fiscal year.

(b) Special. In addition to the regular dividend described above, the holders of Series A Preferred Stock shall be entitled to a special dividend equal to two tenths of one percent (0.2%) of each non-refundable deposit received by the Corporation for sales of aircraft beginning on the ninetieth (90th) day after the initial flight of an aircraft developed by the Corporation. This special dividend shall: (i) have preference to payment of any dividend (other than dividends payable solely in common stock of the Corporation) with respect to the Corporation's common stock; and (ii) be paid simultaneously with the regular dividend.

VOTING. Except as may be otherwise provided by law, the Series A Preferred Stock shall not have voting rights.

CONVERSION.

(a) By the Holders. The Series A Preferred Stock may, at the option of the holders thereof, be converted, in whole,

as hereinafter provided, at any time at the option of the holders into shares of the Corporation's common stock. The shares of common stock into which the Series A Preferred Stock may be converted shall be referred to as "Conversion Shares".

Each share of Series A Preferred Stock shall be convertible into five thousand (5000) Conversion Shares.

Holders of Series A Preferred Stock may exercise conversion rights by delivery to the Corporation of (i) the certificate or certificates for the shares of Series A Preferred Stock to be converted, duly endorsed in blank, and (ii) a written notice stating that they elect to convert shares and stating the name or names (with addresses) in which the certificate or certificates for shares of common stock are to be issued (the "Conversion Notice"). Conversion of a share of Series A Preferred Stock shall be deemed to have been effected immediately prior to the close of business on the date of the Conversion Notice, and the Corporation shall take all action necessary to cause the holders of Series A Preferred Stock to become, as of the close of business on that date, the holders of record of Conversion Shares. The issuance of securities upon the conversion of shares of Series A Preferred Stock shall be made without charge to the holders thereof.

As promptly as practicable and in no event more than five (5) days after the date on which the Conversion Notice shall have been delivered as aforesaid, the Corporation, at its expense, shall deliver to the holders of Series A Preferred Stock, at the address set forth in the Conversion Notice, duly executed stock certificates for the Conversion Shares so acquired, in such denominations (not to exceed the aggregate number of shares so acquired) as the holders thereof request, each registered in the name of the holders thereof, as designated by the holders thereof.

The Corporation covenants and agrees that all Conversion Shares which may be issued upon the exercise of the rights represented by each share of Series A Preferred Stock will, upon issuance, be validly issued and outstanding, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation covenants and agrees that it will at all times have authorized and reserved a sufficient number of shares of its common stock to provide for the exercise of the rights represented by each share of Series A Preferred Stock.

Any taxes or charges imposed as a result of the issuance of Common Stock in exchange for shares of Series A Preferred Stock in a name other than that of the registered holder of such share of Series A Preferred Stock shall be paid by such holder; all other taxes or charges so imposed shall be paid by the Corporation.

(b) By the Corporation. Series A Preferred Stock shall be converted during the twenty (20) day period (the "Mandatory Conversion Period") commencing on the date that the Corporation shall have registered shares of its capital stock with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in an underwritten public offering. Each share of Series A Preferred Stock shall be convertible into five thousand (5000) Conversion Shares. Before the seventh (7th) day of the Mandatory Conversion Period the Corporation shall notify the holders of Series A Preferred Stock in writing that their shares are to be converted and instructing them to deliver their certificate or certificates for their shares of Series A Preferred Stock to the Corporation. Irrespective of delivery, said shares shall be deemed cancelled and converted on the last day of the Mandatory Conversion Period.

As promptly as practicable and in no event more than five (5) days after the end of the Mandatory Conversion Period, the Corporation, at its expense, shall deliver to the holders of Series A Preferred Stock duly executed stock certificates for the Conversion Shares so acquired, each registered in the name of the holders thereof.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President this 30th day of November, 2000.

SAFIRE AIRCRAFT COMPANY

By:


Michael Margaritoff, President