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TO: DIVISION OF CORPORATIONS FAX #: (850)487-6897

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KAREN L DIDEA
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: AVMAX GROUP US, INC.
AUDIT NUMBER.....H98000019438
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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** ENTER 'M' FOR MENU. **

ATTORNEY: 427

CLIENT: 099994

MATTER: 45102

COMMENTS:

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THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE
Direct Dial: 407/418-6203

Amendment

10/20/98

DC

SECRETARY OF STATE
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98 OCT 20 PM 3:36

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

AVMAX GROUP US, INC.
100 JETT AIRE COURT
SANFORD, FL 32773

SUBJECT: AVMAX GROUP US, INC.
REF: P98000086274

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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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. #: E98000019438
Letter Number: 498A00051775

H98000019438

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
AVMAX GROUP US, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, AVMAX GROUP US, INC., (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is AVMAX GROUP US, INC.
2. The original Articles of Incorporation for the Corporation were filed on October 8, 1998, and assigned Charter No. P98000086274.
3. In a Written Consent to Action of the Sole Shareholder and all of the Board of Directors of the Corporation executed on October 13, 1998, the Directors have recommended to the sole Shareholder, and the sole Shareholder has agreed to amend the Articles of Incorporation to change the initial Board of Directors of the Corporation. The amendment was approved by the single class of Shareholders and the number of votes cast for approval was sufficient.
4. The Corporation has issued shares of stock of the Corporation and therefore shareholder approval of these Articles of Amendment is required.
5. Article V of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE V - BOARD OF DIRECTORS

This Corporation shall have four (4) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the directors are as follows:

Michael Dodd

513 Hampshire Court
NW Calgary
Alberta, Canada T3A4Y5

John Binder

119 Hawkside Close
NW Calgary
Alberta, Canada T3G3K8

This document was prepared by:

Loran A. Johnson

Florida Bar Number: 339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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Larry Wilson


8318 Edgebrook Drive
NW Calgary
Alberta, Canada T3A4W5

Richard Giacomuzzi

322 Macewan Park View
NW Calgary
Alberta, Canada T3K4G6

6. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Acting Chairman of the Board of Directors of the Corporation has executed these Articles of Amendment this 13 day of October, 1998, on behalf of the Corporation.



Larry Wilson, Acting Chairman of the
Board of Directors

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