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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

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Vintage Race Airways Inc.

Amend

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TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
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11/19/98

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VINTAGE TRACE FAIRWAYS, INC.

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TALLAHASSEE, FLORIDA

The undersigned do hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of Vintage Trace Fairways, Inc. .

1. The name of the Corporation is currently Vintage Trace Fairways, Inc.
2. The Articles of Incorporation are amended as follows:
 - a. By deleting all of Article VI hereof, and by substituting in lieu thereof, all of the

following:

The names and addresses of the initial Officers and Directors are:

Wendy J. Healy	President
1500 San Remo Avenue	
Coral Gables, FL 33146	

W. Michael Healy	Vice President
1500 San Remo Avenue	
Coral Gables, FL 33146	

Joe Goldman	Director
4381 Trevi Court	
Lake Worth, FL 33467	

Kevin M. Healy	Director
8 Sheppard Drive	
Hewitt, N.J. 07421	

- a.In all other respects, the Articles of Incorporation shall remain unchanged.

3. This Amendment was adopted by the shareholder of Vintage Trace Fairways, Inc. on this 18th day of November, 1998. The number of votes cast for the amendment was sufficient for approval.

4. The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being President and Secretary of the above named corporation, do hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Incorporation this 18th day of November, 1998.

VINTAGE TRACE FAIRWAYS, INC.

BY: Wendy Healy
WENDY HEALY, President

ACKNOWLEDGMENT

STATE OF Texas

COUNTY OF Collin

BEFORE ME, the undersigned authority, personally appeared Wendy Healy who is personally known to me or who has provided Texas License 14892472 as identification, and who executed the foregoing Amendment to the Articles of Incorporation and he acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 18th day of November, 1998.



Michelle McDonald
Signature - NOTARY PUBLIC

Michelle McDonald
Printed Name of NOTARY PUBLIC

NOTARY PUBLIC
Title