

P99000001763

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

SOUTH FLORIDA AIR, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA AIR, INC.

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 27<sup>th</sup> day of May, 1999 and assigned Charter Number P99000001763, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 27<sup>th</sup> day of May, 1999, as follows:

ITEM 1

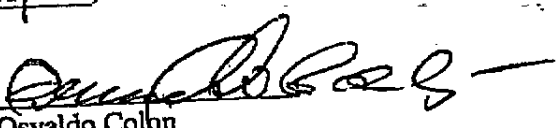
1. ARTICLE I. is hereby amended to read as follows:

ARTICLE I.

New name of Corporation, Nicaragua Florida Air, Inc.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 27<sup>th</sup> day of May, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 27<sup>th</sup> day of May, 1999.

By:   
Osvaldo Colon  
Secretary and Majority Shareholder

FILED  
99 MAY 28 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PREPARED BY:

OSCAR SCHNEIDER  
ATTORNEY AT LAW  
2455 E. Sunrise Blvd., Ste. 905  
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**WRITTEN CONSENT IN LIEU OF  
COMBINED SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS**

THE UNDERSIGNED, being all of the currently serving directors and the holders of a majority of the authorized, issued and outstanding shares of South Florida Air, Inc. (the "Corporation"), a corporation organized and operating under the Florida General Corporation Act, Chapter 607, Florida Statutes ( the "Act"), pursuant to the permissive provisions of Sections 607.0704 and 607.0821 of the Act and in compliance with the requirements of the Corporation's Articles of Incorporation and Bylaws, hereby take the following actions and adopt the following resolutions:

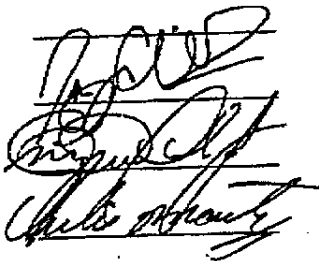
**WITNESSETH**

**RESOLVED**, that the Corporation is hereby authorized to the following:  
1. Amend Article I. and change name to Nicaragua Florida Air, Inc.

**RESOLVED**, that the Corporation's officers and directors be, and that are hereby authorized, empowered and directed to take all actions necessary, desirable or expedient to effect the purpose of the foregoing.


**DONE**, effective this day 27 of MAY, 1999.

Signed, Sealed and Delivered  
In Our Presence



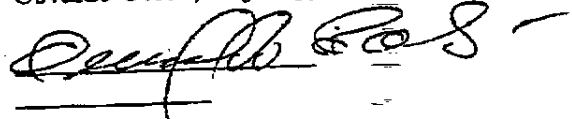
**DIRECTORS:**

  
Osvaldo Colon, Director

  
Frank S. Thomas, Director

**SHAREHOLDERS:**

Osvaldo Colon, majority shareholder



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