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P 99000007237

Florida Department of State
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CARGO CHARTERS INTERNATIONAL, INC.

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

Amendment

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99 SEP -3 PM 4:38
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TALLAHASSEE, FLORIDA

9-7-99
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ARTICLES OF AMENDMENT
OF
CARGO CHARTERS INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED, as President of CARGO CHARTERS INTERNATIONAL, INC., a Florida corporation, Florida Document Number P99000007237 (the "Corporation"), in accordance with Section 607.1006, Florida Statutes, hereby adopts the following Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation:

1. **Name.** The name of the Corporation is "Cargo Charters International, Inc."
2. **Text of Each Amendment.** The Corporation's Amended and Restated Articles of Incorporation are amended as follows:

ARTICLE II
SHARES

The aggregate number of shares of capital stock of all classes which the Corporation shall have the authority to issue is 40,030,000 shares, divided into two classes, of which 40,000,000 shares shall be designated Class A Common Stock, par value \$.001 per share, and 30,000 shares shall be designated Class X Common Stock, par value, \$.001 per share.

The holders of Class A Common Stock shall be entitled to one (1) vote per share and, except as otherwise required by law, shall vote together with the holders of the Class X Common Stock and of any other class or series of stock which may similarly be entitled to vote with the holders of Class X Common Stock, as a single class upon all matters upon which shareholders are entitled to vote.

The holders of Class X Common Stock shall be entitled to one thousand (1,000) votes per share and, except as otherwise required by law, shall vote together with the holders of the Class A Common Stock and of any other class or series of stock which may similarly be entitled to vote with the holders of the Class A Common Stock, as a single class upon all matters upon which shareholders are entitled to vote.

Any shares of Class X Common Stock sold, assigned or otherwise transferred by an original holder thereof, other than to another original holder of shares of Class X Common Stock, shall, as the date of such sale, assignment or other transfer, be automatically converted into shares of Class A Common Stock.

Except as hereinabove provided, all dividend, liquidation, preference and other rights of holders of the Class A Common Stock and Class X Common Stock shall be identical.

3. **Requirement of Shareholder Approval.** The Articles of Amendment of Cargo

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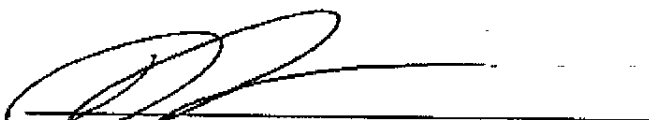
Charters International, Inc., contain amendments which required the approval of the Corporation's Shareholders.

4. **Date of Authorization.** The above Amendment was authorized by written action of the Shareholders on September 2, 1999.

5. **Sufficiency of Vote.** The above Amendment was approved by the Corporation's Shareholders by their unanimous vote, which is a vote sufficient to approve the Amendments under the Corporation's Amended and Restated Articles of Incorporation and under the laws of the State of Florida.

6. **Effective Date of Amendment.** The above Amendment to the Corporation's Amended and Restated Articles of Incorporation shall be effective shall be effective upon the filing of these Articles of Amendment by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 2nd day of September, 1999.


Peter F. Fox, President