

P 99000031674

Law Offices of Joseph A. Porcelli

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New Port Richey, FL 34652
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LawyerFLA@aol.com

550 North Reo Street
Suite 300
Tampa, FL 33609
Tele: 813-261-2758
E-Mail:

July 27, 1999

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

200002947482-0
-08/02/99-01098-005
*****43.75 *****43.75

**RE: AMENDMENT TO ARTICLES OF INCORPORATION
FOR T-FLY, INC. CORPORATION**

Dear Sir or Madam:

Enclosed please find the following in regard to the above-captioned matter:

1. Original and one copy of the Amendment to Articles of Incorporation for T-Fly, Inc., Corporation.
2. My trust account check # 0340, payable to the Department of State, in the amount of \$43.75 for the following: Filing Fee = \$35.00; one certified copy of Amendment to Articles of Incorporation for T-Fly, Inc. Corporation = \$ 8.75.

Please forward the certified copy of the Amendment to Articles of Incorporation to my office. If you have any questions, please contact my legal assistant, Joanne M. Jacksto.

Sincerely,

Joseph A. Porcelli
JOSEPH A. PORCELLI, ESQ.
JAP/jj

*Amend
8-30-99
JAS*

*2471
\$789,615,671*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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E-Mail:

August 17, 1999

Department of State
Division of Corporations
ATTN. DOUG SPITLER
P.O. Box 6327
Tallahassee, FL 32314

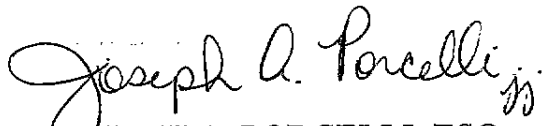
**RE: AMENDMENT TO ARTICLES OF INCORPORATION
FOR T-FLY, INC. CORPORATION**

Dear Mr. Spitler:

In accordance with your telephone conversation with my office on August 9, 1999, enclosed please find the signed Registered Agent Acceptance for the above-captioned corporation.

Please forward the certified copy of the Amendment to Articles of Incorporation to my office. If you have any questions, please contact my legal assistant, Joanne M. Jacksto.

Sincerely,


JOSEPH A. PORCELLI, ESQ.

JAP/jj

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 24, 1999

Department of State
Division of Corporations
ATTN. DOUG SPITLER
Post Office Box 6327
Tallahassee, FL 32314

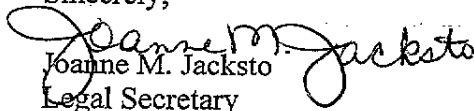
**RE: AMENDMENT TO ARTICLES OF INCORPORATION
FOR T-FLY, INC. CORPORATION**

Dear Mr. Spitler:

In accordance with our telephone conversation today, enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of T-Fly, Inc. Corporation. You have the signed Registered Agent Acceptance for this corporation.

Please forward the certified copy of the Amendment to Articles of Incorporation to my office. If you have any questions, please feel free to contact me.

Sincerely,


Joanne M. Jacksto
Legal Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 18, 1999

Joseph A. Porcelli, Esquire
4940 U.S. Highway 19
New Port Richey, FL 34652

SUBJECT: T-FLY, INC.
Ref. Number: P99000031674

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TALLAHASSEE, FLORIDA

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 799A00041508

**ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF T-FLY, INC. CORPORATION**

In accordance with the provisions of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is T-Fly, Inc.

SECOND: The following amendments to the Articles of Incorporation were duly adopted by the shareholders of the corporation.

1. Article III of the Articles of Incorporation is hereby deleted in its entirety. A new Article III is hereby inserted in the place thereof to read as follows:

“ARTICLE III – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4916 U.S. Highway 19N, New Port Richey, Florida 34652.”

2. Article V of the Articles of Incorporation is hereby deleted in its entirety. A new Article V is hereby inserted in the place thereof to read as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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“ARTICLE V – OFFICERS

The Officers of the Corporation shall be:

President – Wayne Giese
Vice-President – Wayne Giese
Secretary – Wayne Giese
Treasurer – Wayne Giese

Whose addresses shall be the same as the principal office of the Corporation.”

3. Article VI of the Articles of Incorporation is hereby deleted in its entirety. A new Article VI is hereby inserted in the place thereof to read as follows:

“ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Wayne Giese

Whose address shall be the same as the principal office of the Corporation.”

4. Article XIII of the Articles of Incorporation is hereby deleted in its entirety. A new Article XIII is hereby inserted in the place thereof to read as follows:

**“ARTICLE XIII –
REGISTERED OFFICE AND REGISTERED AGENT**

The address of registered office of this Corporation is located at 4916 U.S. Highway 19N, New Port Richey, Florida 34652. The name and address of the registered agent of this Corporation is Wayne Giese, 4916 U.S. Highway 19N, New Port Richey, Florida 34652.”

THIRD: The foregoing amendments to the Articles of Incorporation were adopted by shareholders of the corporation on 7/23/99, 1999, in the manner prescribed by the laws of the State of Florida.

FOURTH: The number of shares outstanding on the above date was 7,500 common shares. The number of shares entitled to vote thereon was 7,500 common shares.

FIFTH: The number of common shares voted for the amendment was 7,500 and the number of common shares voted against the amendment was none.

SIXTH: No other class of shares was entitled to vote thereon as a class.

SEVENTH: The manner in which any exchange,
reclassification, or cancellation of issued and outstanding shares
provided for herein shall be effected is as follows: NONE

DATED this 23RD day of JULY, 1999.

T-FLY, INC.

By: _____

President

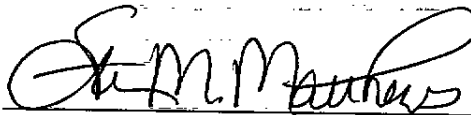
By: _____

Secretary

STATE OF FLORIDA

COUNTY OF PASCO

On the 23RD day of JULY, 1999, personally appeared
before me WAYNE GIESE, who being first duly sworn, declared that he is
the president of T-Fly, Inc., a Florida Corporation, that he signed the
foregoing instrument as president of such corporation, and that the
statements contained therein are true.

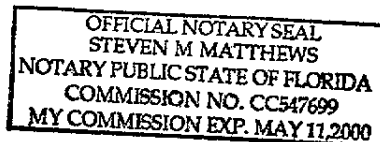


Notary Public

Residing at NEW PORT RICHEY

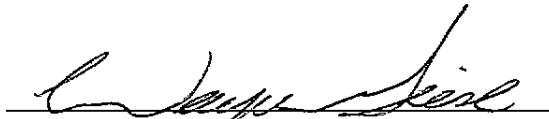
STEVEN M. MATTHEWS

My Commission Expires:



REGISTERED AGENT ACCEPTANCE

I, WAYNE GIESE, hereby am familiar with and accept the duties and responsibilities as Registered Agent for T-Fly, Inc. Corporation.



WAYNE GIESE
Registered Agent
4916 U.S. Highway 19N
New Port Richey, Florida 34652

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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