

P99000040251

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Aircraft Depot Corp

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE MAY 18 1999

Signature

Requested by: CS

5/18

1:00

Name

Date

Time

Walk-In

Will Pick Up

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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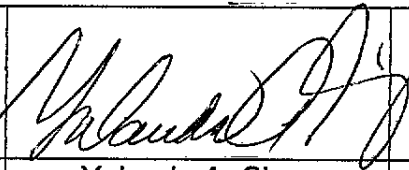
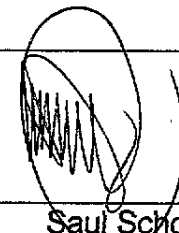
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
"AIRCRAFT DEPOT Corp."

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

- Article VI: amended from: **Yolanda A. Siron** to **Saul Schoffer**.
- **Article VI** (Board of Directors): amended to: **Article VII** (Board of Directors).
- Article VII (Board of Directors): amended from **YOLANDA A. SIRON** as President, Secretary and Treasurer to **Saul Schoffer** as President, **Dror Kassab** as Secretary and **William Medina** as Treasurer.
- **Article VII** (Duration) amended to: **Article VIII** (Duration).
- **Article VIII** (Corporation Purposes) amended to: **Article IX** (Corporation Purposes).
- Article IX amended to: Article X.
- Article X: The power to make, amend or repeal the By Laws of the Corporation shall be vested in the President of the Board of Directors.

The undersigned incorporators has executed these Articles of Incorporation this day,

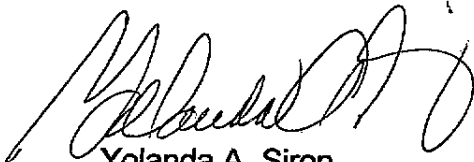
	
May 17, 1999	
Date	
Yolanda A. Siron	Saul Schoffer

SECOND: I, **Yolanda A. Siron**, transfere all shares and right issued and filed on May 4, 1999 at the State of Florida, Department of State under the document of this corporation's number: P99000040251 to **Saul Schoffer**.

THIRD: The date of each amendment's adoption is: 17-MAY-1999.


FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 17 day of May, 1999.


Yolanda A. Siron
Registered Agent / Pres.

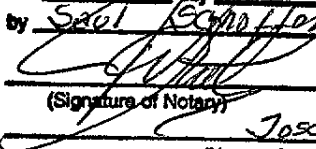

Saul Schoffer
President

State of Florida
County of Miami Dade



(Signature of Affiant)

Sworn to (or affirmed) and subscribed before me
this 17 day of May
by Saul Schoffer (Name of Affiant).



(Signature of Notary) Notary Public, State of Florida

Jose A. Prieto

(Name of Notary Public)

Personally Known _____ OR Produced Identification
Type of Identification Produced Passport Venezuela, # 10811449.

OFFICIAL NOTARY SEAL
JOSEA. PRIETO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC592739
MY COMMISSION EXPIRES OCT. 13, 2000