

P99000041987

TALIESON ADVISORY CORP.

(It is said that afterwards, Taliesin went to the court of Arthur, where he was chief harper and adviser to the king.)

*accounting • taxes • consulting • systems
home mortgage*

April 17, 2000

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 2:20

Dear Sir or Madam:

Enclosed please find the articles of amendment to P & F INTERNATIONAL AIR, INC document number P99000041987, along with the check for \$43.75.

Should you have any questions, please contact us at your convenience at (305)412-9181

Thank you for your attention to this matter.

Sincerely,



Yolanda Duran
Accountant

000003221100--5
-04/24/00--01137--009
*****43.75 *****43.75

Amend

V. SHEPARD MAY 3 2000

10300 SUNSET DR. SUITE # 435 MIAMI, FL 33173
PHONE: 305-412.9181 FAX: 305-412.0870

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
P & F INTERNATIONAL AIR, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 APR 24 PM 2: 20

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 : Amendment(s) adopted:

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

1367 Banyan Way
Weston, FL 33327

ARTICLE VI

The name and street of the registered Agent of this corporation shall be:

Pedro D.S. Phillips
4000 Towerside Terrace, # 703
Miami, FL 33138

The Board of Directors , Officers of the corporation and the name and address of the person(s) holding these positions is(are):

Pedro D.S. Phillips	4000 Towerside Terrace #703 Miami, FL 33138	President-Treasurer
Franco D.S. Phillips	4000 Towerside Terrace #703 Miami, FL 33138	Vice/Pres.-Secretary

SECOND: The date of each amendment's adoption : February 1, 2000

THIRD : The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

Signed this 17th day of April , 2000

Signature

President- Pedro D.S. Phillips

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

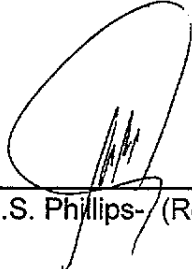
The name of the corporation is: P & F INTERNATIONAL AIR , INC.

The name and the address of the registered agent and office is:

Pedro D.S. Phillips
4000 Towerside Terrace, # 703
Miami, FL 33138

HAVING BEEN NAMED AS REGISTERED AGENT
AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN
THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

SIGNATURE



Pedro D.S. Phillips- (Registered Agent)

DATE

4/17/00