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May 8, 2000

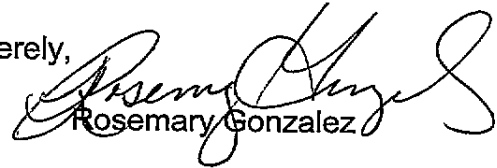
Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir,

Enclosed please find a check for \$43.75 in payment for filing fees and certified copies regarding the attached amendment to the articles of incorporation for Rolling Ads, Inc. If you have any questions please contact me at (954) 423-9358.

Please send the copies to: Rolling Ads, Inc.
1304 SW 160 AVE., PMB 624
Sunrise, FL 33326-1902

Sincerely,


Rosemary Gonzalez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROLLING ADS, INC.**

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 adopted:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

DIRECT FLIGHT, INC.

SECOND: This amendment was adopted on May 8, 2000.

THIRD: This amendment was adopted by the board of directors, without shareholder action, and shareholder action was not required.

Signed this 8th day of May, 2000.


Rosemary Gonzalez
Chairperson, Board of Directors

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA