

P99000096259

September 14, 2000

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

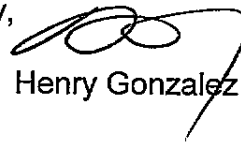
Dear Sir,

Enclosed please find a check for \$78.75 in payment for filing fees and certified copies of the attached amendment to the articles of incorporation for Direct Flight, Inc. If you have any questions please contact me at (954) 423-9358.

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

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Sincerely,


Henry Gonzalez

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

as
9/27
amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DIRECT FLIGHT, 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 VIII

Pursuant to a vote of the shareholders, the below named individual has been installed on the board of directors:

Henry Gonzalez
1304 SW 160 Avenue, PMB 624
Sunrise, Florida 33326 - 1902

SECOND: This amendment was adopted on September 12, 2000.

THIRD: This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 12th day of September, 2000.



Rosemary Gonzalez
Chairperson, Board of Directors

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00 SEP 18 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA