



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

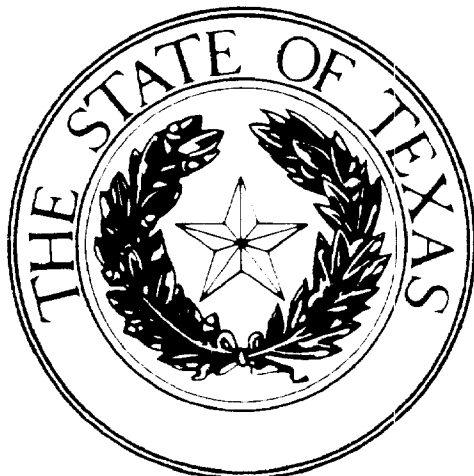
FLY TECHNOLOGIES, INC.
FORMERLY:
INTERNATIONAL MARKETING SPECIALISTS, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: March 24, 1997

Effective: March 24, 1997



Antonio O. Garza, Jr.
Secretary of State

YD

TRADEMARK
REEL: 1788 FRAME: 0659

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

INTERNATIONAL MARKETING SPECIALISTS, INC.

FILED
In the Office of the
Secretary of State of Texas
MAR 24 1997
Corporations Section

PURSUANT to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopted the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is International Marketing Specialists, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on March 19, 1997.

RESOLVED, that ARTICLE ONE of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

"The name of the corporation is FLY TECHNOLOGIES, INC."

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 1,000 shares of Common Stock, and the number of shares entitled to vote thereon was 1,000 shares of Common Stock. No other shares of capital stock of the Corporation, whether Common or Preferred, were issued and outstanding at the time of such adoption.

ARTICLE FOUR

The number of shares of Common Stock voted for such amendment was 1,000, and the number of shares of Common Stock voted against such amendment was

-0-, and -0- shares of Common Stock abstained. This Amendment does not effect a change in the stated capital of the Corporation.

DATED: March 19, 1997.

INTERNATIONAL MARKETING SPECIALISTS, INC.

By:


Gerald C. Walton, President

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