

State of Idaho

Department of State

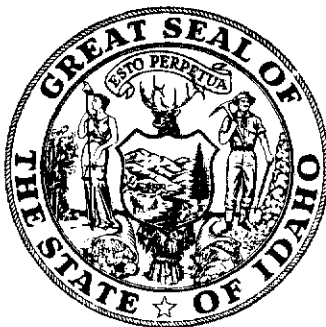
CERTIFICATE OF AMENDMENT OF

INTERNATIONAL JET ENGINE SUPPLY, INC.
File Number C 21718

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of INTERNATIONAL JET ENGINE SUPPLY, INC. duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: December 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

**CERTIFICATE OF DESIGNATION
SETTING FORTH THE PREFERENCES, RIGHTS AND
LIMITATIONS OF SERIES A CONVERTIBLE PREFERRED
STOCK OF INTERNATIONAL JET ENGINE SUPPLY, INC.**

Dec 16
SECRETARY OF STATE
DATE 12/16/1996 0900 47258
EXHIBIT A
AMENDMENT
30.00
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INTERNATIONAL JET ENGINE SUPPLY, INC., an Idaho corporation (the "Corporation"), certifies that pursuant to the authority contained in Article III.A. of its Certificate of Incorporation, and in accordance with the provisions of Section 30-1-16 of the Idaho Business Corporation Act ("IBCA"), its Board of Directors on December 6, 1996, adopted the following resolution creating a series of its preferred shares to be designated Series A Convertible Preferred Stock:

RESOLVED, that a series of the class of authorized preferred stock of the Corporation be hereby created, and that the designation and amount thereof and the voting powers, preferences, and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

SECTION 1. Designation and Amount; Par Value.

The shares of such series shall be designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting such series shall be Ten Million (10,000,000). The par value of each share of such series shall be \$.0001.

SECTION 2. Rank.

The Series A Preferred Stock shall, with respect to dividends, redemption payments and rights upon liquidation, dissolution or winding up of the affairs of the Corporation rank senior and prior to any other class or series of capital stock of the Corporation unless the terms of such class or series of capital stock of the Corporation specifically provide (with the consent of the holders of a majority of the outstanding shares of Series A Preferred Stock pursuant to Section 5(a) hereof) that shares of such class or series shall rank prior to or on a parity with the shares of Series A Preferred Stock (shares of any other class or series of capital stock of the Corporation the terms of which do not so specifically provide that shares of such class or series shall rank prior to or on a parity with the shares of Series A Preferred Stock are collectively referred to herein as the "Junior Stock"); (ii) on a parity with any other class or series of capital stock of the Corporation hereafter issued with the consent of the holders of a majority of the outstanding shares of Series A Preferred Stock pursuant to Section 5(a) hereof, the terms of which specifically provide that shares of such class or series shall rank on



a parity with the Series A Preferred Stock (shares of any such class or series are collectively referred to herein as the "Parity Stock"); and (iii) junior to any other class or series of capital stock of the Corporation hereafter issued with the consent of the holders of a majority of the outstanding shares of Series A Preferred Stock pursuant to Section 5(a) hereof, the terms of which specifically provide that shares of such class or series shall rank senior to shares of Series A Preferred Stock (shares of any such class or series are collectively referred to herein as the "Senior Stock").

SECTION 3. Dividends.

(a) From and after the date of issuance, the holders of outstanding shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, to the extent permitted under the ICBA, cumulative cash dividends payable quarterly in arrears on March 31, June 30, September 30 and December 31 in each year (each such date is referred to herein as a "Dividend Payment Date" and the quarterly period between consecutive Dividend Payment Dates is referred to herein as a "Dividend Period") commencing March 31, 1997. The per annum dividend rate on the outstanding shares of Series A Preferred stock shall be seven and a half percent (7.5%) of the Liquidation Price (as hereinafter defined) per share thereof from time to time as defined in Section 4 hereof (the "Series A Rate"). The amount of dividends payable on shares of Series A Preferred Stock shall be calculated (a) for each quarterly Dividend Period during which such shares are outstanding by dividing by four the Series A Rate per share and (b) for each Dividend Period which is less than a full quarter during which such shares are outstanding by multiplying the Series A Rate by a fraction, the numerator of which is the actual number of days elapsed in such quarter, and the denominator of which is 365. Such dividends shall be payable to the holders of record of outstanding shares of Series A Preferred Stock as their names shall appear on the stock register of the Corporation on such record date, not more than sixty or less than ten days preceding each such Dividend Payment Date, as shall be fixed by the Board of Directors in advance of payment of each such dividend. All dividends shall be paid pro rata to the holders of outstanding shares of Series A Preferred Stock entitled thereto. If upon such Dividend Payment Date, the funds of the Corporation legally available for payment of dividends to the holders of outstanding shares of Series A Preferred Stock and any Parity Stock shall be insufficient to permit the payment in full to such holders of the full amount of the dividends to which they are then entitled, the funds of the Corporation legally available for payment of dividends shall be paid to the holders of outstanding shares of Series A Preferred Stock and any Parity Stock ratably in proportion to the full amount of dividends to which such holders would otherwise be entitled if such funds were sufficient to permit payment in full.

(b) Dividends on outstanding shares of Series A Preferred Stock shall be fully cumulative and shall accrue on each Dividend Payment Date, whether or not declared, and whether or not there are net earnings, net profits or net assets of the Corporation from the respective dates of issuance of such shares of Series A Preferred Stock until paid. Accumulated unpaid dividends for past Dividend Periods may be declared by the Board of Directors and paid to the holders of record of outstanding shares of Series A Preferred Stock as their names shall appear on the stock register of the Corporation on such record date, not more than sixty or less than ten days preceding the date of



payment as shall be fixed by the Board of Directors, whether or not such date is a Dividend Payment Date.

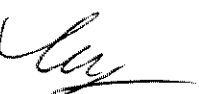
(c) So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not (i) declare, pay or set apart for payment any dividend on any Junior stock or (ii) (x) make any payment on account of, or set apart any money for payment, or for a sinking or other similar fund for the purchase, redemption, retirement or other acquisition for value of any of, or redeem, purchase, retire or otherwise acquire for value any of, any outstanding Junior Stock or any convertible securities, warrants, rights, calls or options exercisable for or convertible into any Junior Stock, (y) make any distribution in respect of any outstanding Junior Stock or any convertible securities, warrants, rights, calls or options exercisable for or convertible into any Junior Stock, in any such case either directly or indirectly, and whether in cash, obligations or shares of the Corporation (other than a distribution solely of shares of Junior Stock) or other property or (z) permit any corporation or other entity directly or indirectly controlled by the Corporation to purchase, redeem or otherwise acquire from the Corporation for value any outstanding Junior Stock or any convertible securities, warrants, rights, calls or options exercisable for or convertible into Junior Stock, unless prior to or concurrently with such declaration, payment, setting apart for payment, purchase, redemption, retirement, other acquisition for value or distribution described in clause (i) and clause (ii) above, as the case may be, all accrued and unpaid dividends, if any, on outstanding shares of Series A Preferred Stock shall have been paid in full.

(d) The Series A Preferred Stock will participate at all times with the common stock in any dividends which are declared as being payable to holders of common stock. Such participation will be determined as if each share of Series A Preferred Stock had been converted into shares of Common Stock at the applicable Conversion Rate on the record date for the payment of such dividend.

SECTION 4. Liquidation Rights.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, before any payment or distribution shall be made to the holders of any Junior Stock, the holders of outstanding shares of Series A Preferred Stock and any Parity Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to stockholders, an amount per share in cash equal to the liquidation price at the time of such liquidation, dissolution or winding up of the affairs of the Corporation. The liquidation price per share pursuant to this Section 4 (a) shall be equal to the sum of (i) Three Million Dollars (\$3,000,000) divided by the number of shares of Series A Preferred Stock issued by the Corporation, and (ii) an amount equal to all accrued and unpaid dividends on such shares to the date of determination (the "Liquidation Price").

(b) After the payment or the setting apart for payment of amounts so payable to the holders of the Series A Preferred Stock and any Parity Stock, the remaining assets of the Corporation shall be available for distribution to the holders of Junior Stock according to their respective rights



and priorities. If, upon any such liquidation, dissolution or winding up of the affairs of the Corporation, the assets of the corporation available for distribution to the holders of outstanding shares of Series A Preferred Stock and any Parity Stock shall be insufficient to permit the payment in full to such holders of the full amount of the preferential liquidation amounts to which they are then entitled, the entire assets of the Corporation available for distribution shall be distributed among the holders of outstanding shares of Series A Preferred Stock and any Parity Stock ratably in proportion to the full amount to which such holders would otherwise be entitled if such assets were sufficient to permit payment in full.

(c) For purposes of this Section 4, neither the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of substantially all of the property or assets of the Corporation nor the consolidation or merger of another corporation with or into the corporation shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, unless such voluntary sale, conveyance, exchange or transfer shall be in connection with a plan of liquidation, dissolution or winding up of the affairs of the Corporation.

SECTION 5. Voting Rights.

(a) So long as any shares of Series A Preferred Stock are outstanding, the corporation will not without the affirmative consent or vote at an annual or special meeting of stockholders (a "Vote") of the holders of at least a majority in voting power of the outstanding shares of Series A Preferred Stock (excluding treasury shares and shares held by subsidiaries of the Corporation), voting as a class, (i) create any class or series of capital stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends, redemption payments or the liquidation, dissolution or winding up of the affairs of the corporation, (ii) issue or authorize additional shares of Series A Preferred Stock or (iii) amend, alter or repeal the Corporation's Certificate of Incorporation to affect adversely the powers, rights or preferences of the shares of Series A Preferred Stock.

(b) Except as provided in Sections 5(a) and (c) hereof, each share of Series A Preferred Stock shall be entitled to vote with the shares of common stock of the Corporation at any annual or special meeting of stockholders, and each share shall have that number of votes that such share would be entitled to if such share of Series A Preferred Stock had been converted into shares of common stock at the applicable Conversion Rate (as hereinafter defined) as of the date immediately preceding the date of any such meeting of stockholders and was eligible to vote at such meeting.

(c) The holders of the Series A Preferred Stock, voting separately as a class, shall be entitled to elect a majority of the members of the Corporation's Board of Directors.

SECTION 6. Mandatory Redemption.

(a) The Series A Preferred Stock shall be redeemable upon the earlier of (i) the seventh anniversary of the date of issuance of the Series A Preferred Stock or (ii) the date that the Corporation enters into an agreement providing for the sale of all of the outstanding stock of the



Corporation, the sale of substantially all of the assets of the Corporation or the merger of the Corporation with and into another corporation where the Corporation is not the surviving entity ("Reorganization").

(b) The Series A Preferred Stock shall be redeemable, in whole or in part, out of legally available funds therefor, by paying cash in an amount equal to the Liquidation Price therefor.

(c) If less than all shares of Series A Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata.

(d) On the date of any redemption being made pursuant to this Section 6, the Corporation shall deposit for the benefit of the holders of shares of Series A Preferred Stock to be redeemed the funds necessary for such redemption with a financial institution designated by the Corporation (the "Designated Institution"). Any moneys so deposited by the Corporation and unclaimed at the end of one year from the date designated for such redemption shall revert to the general funds of the Corporation. After such reversion, the Designated Institution shall, upon demand, pay over to the Corporation such unclaimed amounts and thereupon the Designated Institution shall be relieved of all responsibility in respect thereof and any holder of shares of Series A Preferred Stock to be redeemed shall look only to the Corporation for the payment of the applicable Redemption Price. Any interest accrued on funds deposited pursuant to this paragraph (d) shall be paid from time to time to the Corporation for its own account.

(e) Notice of redemption having been given as aforesaid, upon the deposit of funds pursuant to paragraph (d) in respect of shares of Series A Preferred Stock to be redeemed pursuant to this Section 6, notwithstanding that any certificates for such shares shall not have been surrendered for cancellation, from and after the date of redemption designated in the notice of redemption (i) the shares represented thereby shall no longer be deemed outstanding, (ii) the rights to receive dividends thereon shall cease to accrue, and (iii) all rights of the holders of shares of Series A Preferred Stock to be redeemed shall cease and terminate, excepting only the right to receive the applicable Redemption Price therefor.

SECTION 7. Conversion.

(a) Subject to the provisions for adjustment hereinafter set forth, each share of Series A Preferred Stock shall be converted at any time at the option of the holder into three (3) shares (the "Conversion Rate") of the Corporation's common stock par value \$.0001 per share ("Common Stock") upon the terms set forth in this Section 7. The "Conversion Price" shall initially be \$.1288 per share.

(b) Conversion of the Series A Preferred Stock may be effected by any such holder upon the surrender, to the Corporation at its principal office or at the office of any agent or agents of the corporation, as may be designated by the Board of Directors of the corporation, of the certificate for such Series A Preferred Stock to be converted accompanied by a written notice stating that such



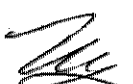
holder elects to convert all of such shares in accordance with the provisions of this Section 7 and specifying the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. In case such notice shall specify a name or names other than that of such holder, such notice shall be accompanied by payment of all transfer taxes, if any, payable upon the issuance of shares of Common Stock in such name or names, other than such taxes, the Corporation will pay any and all issue and other taxes (other than taxes based on income) that may be payable in respect of any issue or delivery of shares of Series A Preferred Stock on conversion of Series A Preferred Stock pursuant hereto. As promptly as practicable, and in any event within five Business Days after the surrender of such certificate or certificates and the receipt of such notice relating thereto and, if applicable, payment of all transfer taxes (or the demonstration to the satisfaction of the Corporation that such taxes have been paid or are not payable), the Corporation shall deliver or cause to be delivered certificates representing the number of validly issued, fully paid and nonassessable full shares of Common Stock to which the holder of shares of Series A Preferred Stock being converted shall be entitled. Such conversion shall be deemed to have been made at the close of business on the date such shares of Series A Preferred Stock were surrendered, so that the rights of the holder thereof as to the shares being converted shall cease except for the right to receive shares of Common Stock in accordance herewith; and the person entitled to receive the shares of common stock shall be treated for all purposes as having become the record holder of such shares of Common Stock at such time.

(c) Upon conversion, the holder of shares of Series A Preferred Stock shall be entitled to receive any accrued and unpaid dividends on the shares of Series A Preferred Stock surrendered for conversion to the date of such conversion. Such accrued and unpaid dividends shall be payable by the Corporation in cash (to the extent funds are legally available therefor); provided, however, that if funds are not legally available for the payment by the Corporation of any such accrued and unpaid dividends in cash, the holder of the shares of Series A Preferred Stock surrendered for conversion shall receive such payment thereafter in cash promptly at such time as the funds therefor are legally available.

(d) In connection with the conversion of any shares of Series A Preferred Stock, no fractions of shares of Common Stock shall be issued, but in lieu thereof the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to such fractional interest multiplied by the Book Value price per share of Common Stock on the day on which such shares of Series A Preferred Stock are deemed to have been converted.

(e) The Corporation shall at all times reserve and keep available for issuance upon the conversion of the Series A Preferred Stock, free from any preemptive rights, such number of its authorized but unissued shares of Common Stock as will from time to time be sufficient to permit the conversion of all outstanding shares of Series A Preferred Stock, and shall take all action required to increase the authorized number of shares of Common Stock if necessary to permit the conversion of all outstanding shares of Series A Preferred Stock.

(f) The Conversion Rate will be subject to adjustment from time to time as follows:



(i) In case the Corporation shall at any time or from time to time after December 6, 1996 (A) pay a dividend, or make any other distribution, on the outstanding shares of Common Stock in shares of Common Stock, (B) subdivide the outstanding shares of Common Stock, (C) combine the outstanding shares of Common Stock into a smaller number of shares, (D) issue by reclassification of the shares of Common Stock any shares of capital stock of the Corporation, or (E) engage in a capital reorganization of Common Stock (other than a subdivision, combination or reclassification) or a merger or consolidation of the corporation with or into another corporation or the sale of all or substantially all of the Corporation's assets to any other person, then, and in each such case, the Conversion Rate in effect immediately prior to such event or the record date therefor, whichever is earlier, shall be adjusted so that the holder of any shares of Series A Preferred stock thereafter surrendered for conversion shall be entitled to receive the number of shares of Common Stock or other securities of the Corporation which such holder would have owned or have been entitled to receive after the happening of any of the events described above, had such shares of Series A Preferred Stock been surrendered for conversion immediately prior to the happening of such event or the record date therefor, whichever is earlier. An adjustment made pursuant to this clause (i) shall become effective (x) in the case of any such dividend or distribution, immediately after the close of business on the record date for the determination of holders or shares of Common Stock entitled to receive such dividend or distribution, or (y) in the case of such subdivision, reclassification or combination, at the close of business on the day upon which such corporate action becomes effective. For purposes of this paragraph (i), the number of shares of Common stock at any time outstanding shall not include any shares of Common Stock then owned or held by or for the account of the corporation.

(ii) In case the Corporation shall issue shares of Common Stock (or rights, warrants or other securities convertible into or exchangeable for shares of Common Stock) after December 6, 1996, at a price per share (or having a conversion price per share) less than the Conversion Price, as of the date of issuance of such shares or of such convertible securities, then, and in each such case, the Conversion Rate shall be adjusted so that the holder of each share of Series A Preferred Stock shall be entitled to receive, upon the conversion thereof, the number of shares of Common Stock determined by multiplying (A) the applicable Conversion Rate on the day immediately prior to such date by (B) a fraction, the numerator of which shall be the sum of (1) the number of shares of Common Stock outstanding on such date plus (2) the number of additional shares of Common Stock issued (or into which the convertible securities may convert), and the denominator of which shall be the sum of (x) the number of shares of Common Stock outstanding on such date plus (y) the number of shares of Common Stock which the aggregate consideration receivable by the Corporation for the total number of shares of Common Stock so issued (or into which the rights, warrants or other convertible securities may convert) would purchase at such Conversion Price on such date. An adjustment made pursuant to this clause (ii) shall be made on the next Business Day following the date on which any such issuance is made and shall be effective retroactively immediately after the close of business on such date. For purposes of this clause (ii), the aggregate consideration receivable by the Corporation in connection with



the issuance of shares of Common Stock or of rights, warrants or other securities convertible into shares of Common Stock shall be deemed to be equal to the sum of the aggregate offering price (before deduction of underwriting discounts or commissions and expenses payable to third parties) of all such Common Stock, rights, warrants and convertible securities plus the minimum aggregate amount, if any, payable upon exercise or conversion of any such, rights, warrants and convertible securities into shares of Common Stock. The issuance of any shares of Common Stock pursuant to (a) a dividend or distribution on, or subdivision, combination or reclassification of, the outstanding shares of Common Stock requiring an adjustment in the Conversion Rate pursuant to clause (i) of this paragraph (f), or (b) any employee benefit or stock option plan or program of the Corporation currently in existence or hereafter adopted, or (c) any option, warrant, right, or convertible security outstanding as of the date hereof, shall not be deemed to constitute an issuance of Common Stock or convertible securities by the Corporation to which this clause (ii) applies. Upon the expiration unexercised of any options, warrants or rights to convert any convertible securities for which an adjustment has been made pursuant to this clause (ii), the adjustments shall forthwith be reversed to effect such rate of conversion as would have been in effect at the time of such expiration or termination had such options, warrants or rights or convertible securities, to the extent outstanding immediately prior to such expiration or termination, never had been issued.

(iii) The term "dividend," as used in this paragraph (f) shall mean a dividend or other distribution upon Common Stock of the Corporation.

(iv) Anything in this paragraph (f) to the contrary notwithstanding, the Corporation shall not be required to give effect to any adjustment in the Conversion Rate unless and until the net effect of one or more adjustments (each of which shall be carried forward), determined as above provided, shall have resulted in a change of the Conversion Rate by at least one tenth (1/10) of one share of Common Stock, and then the cumulative net effect of more than one adjustment so determined shall be to change the Conversion Rate by at least one tenth (1/10) of one share of Common Stock, such change in Conversion Rate shall thereupon be given effect.

(v) The certificate of any firm of independent public accountants of recognized standing selected by the Board of Directors of the Corporation (which may be the firm of independent public accountants regularly employed by the Corporation) shall be presumptively correct for any computation made under this paragraph (f).

(vi) If the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend or other distribution, and shall thereafter and before the distribution to stockholders thereof legally abandon its plan to pay or deliver such dividend or distribution, then thereafter no adjustment in the number of shares of Common Stock issuable upon exercise of the right of conversion granted by this paragraph (f) or in the Conversion Rate then in effect shall be required by reason of the taking of such record.

(vii) If the Corporation shall be party to any other transaction, or any event shall occur as to which the provisions of this paragraph (f) are not strictly applicable but which could be construed to cause economic dilutions of the type otherwise addressed by this paragraph (f), the Board of Directors of the Corporation shall refer the matter to a firm of independent public accountants and shall make such adjustments to the Conversion Rate which such firm advises would be appropriate and equitable to secure for the holders of Series A Preferred Stock the anti-dilution protection consistent with that contemplated hereby.

(g) In case at any time or from time to time the Corporation shall pay any dividend or make any other distribution to the holders of its Common Stock, or shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or any other right, or there shall be any capital reorganization or reclassification of the Common Stock of the corporation or consolidation or merger of the Corporation with or into another corporation, or any sale or conveyance to another corporation of the property of the Corporation as an entirety or substantially as an entirety, or there shall be a voluntary or involuntary dissolution, liquidation or winding up of the corporation, then, in any one or more of said cases the Corporation shall give at least twenty days prior written notice (the time of mailing of such notice shall be deemed to be the time of giving thereof) to the registered holders of the Series A Preferred Stock at the addresses of each as shown on the books of the Corporation as of the date on which (i) the books of the Corporation shall close or a record shall be taken for such stock dividend, distribution or subscription rights or (ii) such reorganization, reclassification, dissolution, liquidation, winding up, consolidation, merger, sale or conveyance shall take place, as the case may be. Such notice shall also specify the date as of which the holders of the Common Stock of record shall participate in said dividend, distribution or subscription rights or shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization or reclassification, or participate in such dissolution, liquidation, winding up, consolidation, merger, sale or conveyance as the case may be. Failure to give such notice shall not invalidate any action so taken.

SECTION 8. Reports As to Adjustments.

Upon any adjustment of the Conversion Rate then in effect and any increase or decrease in the number of shares of Common Stock issuable upon the operation of the conversion set forth in Section 6 hereof, then, and in each such case, the Corporation shall promptly after the making of such adjustment give written notice to the registered holders of the Series A Preferred Stock at the address of each holder as shown on the books of the Corporation which notice shall state the Conversion rate then in effect, as adjusted, and the increased or decreased number of shares issuable upon the exercise of the right of conversion granted by Section 7 hereof, and shall set forth in reasonable detail the method of calculation of each and a brief statement of the facts requiring such adjustment. Where appropriate, such notice to holders of the Series A Preferred Stock may be given in advance and included as part of the notice required under the provisions of Section 7(g) hereof.



SECTION 9. Definitions.

For the purposes of this Certificate, the following terms shall have the meanings indicated:

"Book Value" shall mean at any specified date, the value of a share of the Corporation's capital stock on the books of the Corporation as determined by the Corporation's independent public accountants.

"Business Day" shall mean any day other than Saturday, Sunday or a day on which banking institutions in the State of Idaho are authorized or obligated by law or executive order to close.

"Person" shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

SECTION 10. Amendment or Modification.

In addition to any other vote required by law, the voting powers, preferences and relative, participating, optional and other special rights of the Series A Preferred Stock (including dividend, liquidation, redemption and conversion rights) and the qualifications, limitations or restrictions thereof, may be modified or amended only upon the affirmative vote or written consent of each holder of the Series A Preferred Stock.

IN WITNESS WHEREOF, International Jet Engine Supply, Inc. has caused this Certificate to be executed by its President and attested to by its Assistant Secretary this 6th day of December, 1996.

INTERNATIONAL JET ENGINE
SUPPLY, INC.

By: 

President

ATTEST:


Assistant Secretary

VERIFICATION

State of Florida)
County of Dade) SS

I, the undersigned, a notary public, do hereby certify that on this 6th day of December, 1996, personally appeared before me Mark Morro, who, being by me first duly sworn, declared that he is the President of International Jet Engine Supply, Inc., an Idaho corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



SUSAN I. NOE
My Commission CC456846
Expires Apr. 30, 1999
Bonded by HAI
800-422-1885

Susan I. Noe
Notary Public for _____
Residing at N. BAY VILLAGE, FL 33141
My commission expires 4/30/99