

Division of Corporations

Page 1 of 1

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BASIC AMENDMENT
INNOVATIVE SHIPPING SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

The undersigned, Bill Saunders, the duly elected and acting President of Innovative Shipping Systems, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Innovative Shipping Systems, Inc.
2. The name of the corporation is hereby changed in these Amended and Restated Articles to Velocity Aerospace, Inc.
3. The original Articles of Incorporation of the corporation were filed with the Secretary of State of Florida on November 15, 1985.
4. The Company was restated on August 22, 2005.

Pursuant to the laws of the State of Florida, the Articles of Incorporation of the corporation are hereby amended and restated in their entirety as follows:

**ARTICLES OF INCORPORATION
OF
VELOCITY AEROSPACE, INC.**

ARTICLE I

NAME

The name of the corporation shall be VELOCITY AEROSPACE, INC. and the principal office and mailing address of the Corporation is 3637 Northdale Blvd., Suite 1070, Tampa, Florida 33624.

ARTICLE II

PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all

lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock the Corporation is authorized to issue and have outstanding at any one time is 100,000,000 shares of common stock without par value.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3837 Northdale Blvd., Suite 1070, Tampa, Florida 33624, and the name of the registered agent of the Corporation at that address is M. Thompson.

ARTICLE VI

SPECIAL MEETINGS

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by the General Corporation Law of the State of Florida, may be called by the President, the Board of Directors or by shareholders holding at least fifty percent (50.0%) of the issued and outstanding stock of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall have one director initially. The number of directors may be

increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE IX

LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any amendment or repeal of this Article IX will not eliminate or reduce the effect of any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

ARTICLE X

AMENDMENTS

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute. Every amendment shall be approved by the Board of Directors and if/when required approved by a majority of shareholders.

{END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION}

6. These Amended and Restated Articles of Incorporation (this "Restatement") was approved by the Board of Directors of the Corporation by Unanimous Written Consent dated

September 20, 2005.

7. The corporation has 44,399,790 shares of common stock that were entitled to vote on this Restatement. Holders of 30,000,000 shares of common stock voted in favor of the Restatement by majority written consent dated September 20, 2005. Notice and a copy of these Amended and Restated Articles of Incorporation were given to the non-consenting shareholders in accordance with the Florida Business Corporation Act.

[CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned, being the President of the corporation,
hereby makes and files these Amended and Restated Articles of Incorporation, hereby declaring
and certifying that the facts herein stated are true under the seal of the corporation this 11th
day of October, 2005.



Bill Stauders, President