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Papelco International, Inc.

8012 NW 29 Street
Suite 103
Miami, Florida 33122-1077

FILED

01 JUL -6 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Monday, July 02, 2001

Secretary of State
Florida Department of State
Katherine Harris
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

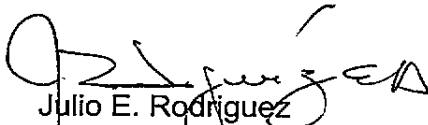
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*****35.00 *****35.00

Re: Caribtrans Cargo, Inc.

I am sending along with this letter the Articles of Amendment to Articles of Incorporation of Caribtrans Cargo, Inc. to be registered with your department, as well as our check No. 3357 in the amount of Thirty five dollars and 00/100 to cover the fee for the amendments.

Thank you for your attention to this particular matter. If you have any questions, please feel free to give me a telephone call at the numbers listed below or send me a message via email.

Sincerely,


Julio E. Rodriguez
President

NC
7-12-01
AMS

Attachments (2)

Telephone: (305) 406-1397

Fax (305) 406-1398

Email: papelko@bellsouth.net

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Caribtrans Cargo, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 (s) adopted: *(Indicate article number (s) being amended, added or deleted)*

ARTICLE I – The Name of the Corporation Shall be:

The name and street of the this corporation is changed to:

Carib Cargo, Inc.

8012 NW 29 Street, Miami, Fl. 33122-1077

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Friday June 30, 2001

FOURTH: Adoption of Amendment (s) (CHECK ONE)

- The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.
- The amendment (s) was/were approved by the shareholders through voting groups. *The following statements mus be separately provided for each voting group entitled to vote separately on the amendment (s):*

"The number of votes cast for the amendment (s) was/were sufficient for approval by _____

Voting group

- The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required
- The amendment (s) was/were adopted by the incorporators without shareholders action and shareholder action was not required.

Signed this Friday June 29, 2001

Signature: _____

Armando Peralta 07/02/01
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by shareholders)

OR

(By a director if adopted by the directors)

OR

(By incorporator if adopted by the incorporators)

Armando Peralta

Type or Printed Name

President/Shareholder

Title