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BASIC AMENDMENT

VALLEY EXPRESS COURIER INC.

RECEIVED
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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

VALLEY EXPRESS COURIER INC.

FILED
02 JAN -7 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Valley Express Courier Inc. (the "Corporation").
2. Articles I of the Articles of Incorporation of the Corporation are amended to read as follows:

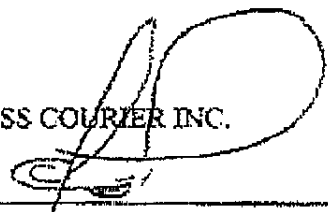
SEE ATTACHMENT A

3. These Amendments were recommended by the board of directors to the Corporation's shareholders on December 10, 2001.

4. These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, Valley Express Courier Inc., has caused these Articles of Amendments to be executed on this 10 day of December 2001.

VALLEY EXPRESS COURIER INC.

By: 

Victor H. Sierra

President

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ATTACHMENT A

ARTICLE I

The name of this corporation is: **BOX EXPRESS INTERNATIONAL COURIER,
INC.**

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