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STUART M. SLUTSKY, P.A.
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ATTORNEY AT LAW

April 15, 1997

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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-04/17/97--01038--006
*****87.50 *****87.50

RE: Amendment to Articles of Incorporation of Austin Tupler Trucking, Inc.

FILED
97 APR 17 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the following:

1) Original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of the above captioned corporation.

2) A check in the amount of $87.50 made payable to your order, representing the following fees:

Filing Fee	$35.00
Certified Copy of Amendment	$52.50
Total Enclosed	$87.50

Please return a certified clocked in copy of the Articles of Amendment once registered.

Thank you in advance for your immediate attention to this matter, I remain,

Very truly yours,

Stuart M. Slutsky

Enclosure

Amend VB APR 24 1997

55 WESTON ROAD, SUITE 304, FORT LAUDERDALE, FL 33326 (954)389-3989 FAX (954)389-7439

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 APR 17 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUSTIN TUPLER TRUCKING, INC.

The present name of the corporation is AUSTIN TUPLER TRUCKING, INC..

WHEREAS, the corporation's articles of incorporation were filed with the Division of Corporations in Florida on August 9, 1972;

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:

AMENDMENT

Whereas Article III previously stated:

> The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be: 10,000 shares of $.10 Par Value.

Article III is hereby amended to read as follows:

> There shall be two classes of stock that the corporation is authorized to have outstanding.
>
> Class A: The maximum number of shares of Class A stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at $.10 Par Value. The Class A shares entitled the holders to receive the net assets of the corporation upon dissolution; to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative (Also known as non voting stock and preferred shares).
>
> Class B: The maximum number of shares of Class B stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at $.01 Par Value. The Class B shares entitle the holders to unlimited voting rights. (Also known as voting stock and common shares).
>
> Implementation: 10,000 shares of Austin Tupler Trucking, Inc. are currently authorized and outstanding at this time. The corporation shall issue one Class A share and one Class B share for each share outstanding at this time and subsequently tendered to the corporation.

This amendment was duly adopted by the board of directors on March 19, 1997.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 19 day of March, 1997.

AUSTIN TUPLER
President