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December 12, 2001

BY FEDERAL EXPRESS

State of Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301

Re: Shoreline Transportation, Inc.

Dear Madam or Sir:

Enclosed are the original and one copy of the Second Articles of Amendment to Articles of Incorporation for the above-referenced corporation.

Please file these Articles and return a stamped copy to me for my file. My firm check for \$35.00 is enclosed for your filing fee.

If you have any questions, please feel free to call me.

Sincerely,

Michael L. Felguson

MLF/sew

Enclosures

Amend

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SECOND ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SHORELINE TRANSPORTATION, INC.

The undersigned corporation, pursuant to provisions of Section 607.1006, Florida Statutes, corrects the scrivener's error of the first Articles of Amendment and adopts the following Second Articles of Amendment to its Articles of Incorporation:

1. Effective upon the filing of these Second Articles of Amendment, Article III "Capital Stock" of the Articles of Incorporation of Shoreline Transportation, Inc., a Florida corporation, shall be amended to read as follows:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is twenty-five million (25,000,000) shares of common stock, each having a par value of one hundredth of one cent (\$.0001) per share.

Authorized capital stock may be paid for in cash, services, or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

2. The foregoing amendment was approved by all Directors and by 100 out of 100 outstanding shares of Common Stock of Shoreline Transportation, Inc. at a special meeting of the Shareholders and Directors held November 3, 1997. This Second Amendment is being made to correct a typographical error in paragraph 1 above.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Amendment as of this 10th day of December, 2001, pursuant to due authority.

SHORELINE TRANSPORTATION, INC.

By:

WILLIAM M. GREMILLION

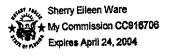
Its:

President

STATE OF FLORIDA COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM M. GREMILLION, this 10th day of December, 2001, who is personally known to me and who, being first duly sworn, deposed and said that he executed the foregoing on behalf of the Corporation pursuant to due authority.

SEAL



Sherry Ellen Ware

NOTARY PUBLIC
My Commission Expires: 4/24/04