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G.M.D. Transportation L.L.C.
201 Caudon Blvd. #300
Key Biscayne, Fl. 33149

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

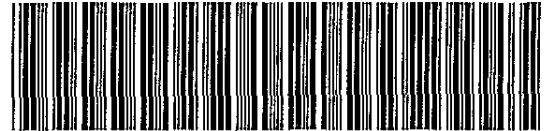
(Business Entity Name)

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2003 JUL 10 AM 8:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 15 2003

July 7, 2003

To: Department of State of Florida (Division of Corporations)

From: G.M.D. Transportation L.L.C.

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2003 JUL 10 AM 8:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosed please find the following corporate documents:


1. - Original and one copy of the First Amendment and Reinstatement of Articles of Organization of G.M.D Transportation L.L.C.
2. - Copy of Resolution of the Managing Members of G.M.D. Transportation L.L.C.
3. - Copy of Annual Report.

Along with these documents please find enclosed check number 3042 in the amount of 55.00 US\$. (Fifty-five dollars only) in concept of fees for processing and certification of First Amendment and Reinstatement of Articles of Organization of G.M.D. Transportation L.L.C.

Please execute and process the changes as soon as possible and please mail back certified copy to:

G.M.D. Transportation L.L.C.
201 Crandon Blvd. #300
Key Biscayne, Florida. 33149

Thank you very much for your cooperation,



Gerardo R. Perez
M.G.R.M

G.M.D Transportation L.L.C.

FIRST AMENDMENT AND REINSTATEMENT OF ARTICLES OF ORGANIZATION

GMD TRANSPORTATION, LLC.

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

On this, 24th day of June, 2003, the undersigned, being the majority of the members of GMD Transportation, LLC., a Florida Limited Liability Company, formed on the 12th day of July, 2000, acting pursuant to their power to amend and restate the initial Articles of Organization, originally filed for this Limited Liability Company, and to more accurately reflect the corporate decisions made by the majority of the members of GMD Transportation, LLC., hereby resolves as follows:

1/ To amend and restate Article I, Section 2, of GMD Transportation's original Articles of Organization to read as follows:

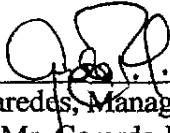
Registered Office and Registered Agent. The address of the Registered Office of this Company and the Agent at said address is Gerardo Perez, 201 Crandon Blvd., Suite 300, Key Biscayne, Florida 33149;

2/ To amend and restate Article XXV, GMD Transportation's original Articles of Organization to read as follows:

The majority of the parties acknowledge and agree that Eduardo Santagostino is no longer a Member of the Company and shall not from time to time, have proxy for Daisy Medina as Manager for the purpose of voting in any company matter in her place and stead. Furthermore the majority of the parties have decided, as per previous Resolution of the Managing Members, by majority vote, to withdraw Daisy Medina from her Managing Member and shareholder position in GMD Transportation, LLC.



Gerardo Perez, Managing Member



Mario Paredes, Managing Member
(signing Mr. Gerardo Perez as per
Power of Attorney)

**RESOLUTION OF THE MANAGING MEMBERS
OF GMD TRANSPORTATION, LLC.**

WHEREAS, the Bylaws of the Corporation allow the Managing Members written consent resolutions of the Corporation.

NOW THEREFORE, the Managing Members of GMD Transportation, LLC. hereby ratify and approve the following corporate actions on its behalf, namely:

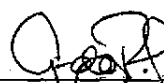
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TALLAHASSEE FLORIDA

1. To withdraw Mrs. Daisy Medina from her capacity and Registered Agent of the Corporation as allowed by Section 4 ("Removal") of the "Operating Agreement" of the Corporation, by majority vote of the members, as will be specified and filed in the current year's Annual Report to filed with the Department of State, Division of Corporations;
2. To withdraw Mrs. Daisy Medina from her capacity as Managing Member of the Corporation counting previous notification by certified mail giving a response time of Thirty (30) days from today's date, as decided by majority vote of the members;
3. To name Mr. Gerardo Perez, current Manager Member, as Registered Agent of the Corporation, as will be specified and filed in the current year's Annual Report to filed with the Department of State, Division of Corporations, and as allowed by section 11 ("Informal Action") of the "Operating Agreement" of the Corporation as authorized by this Resolution;
4. To make effective the division of shares of the Corporation in the following manner:
 - 50% to Mr. Gerardo Perez, Managing Member and Registered Agent of the Corporation;
 - 50% to Mr. Mario Paredes, Managing Member of the Corporation.
5. To allow future corporate designation of offices and Managing Member positions to other individuals following previously authorized resolutions by Member's Meetings.

Effective as of April 30, 2003.



Gerardo Perez, Managing Member



Mario Paredes, Managing Member
(signing Mr. Gerardo Perez as per
Power of Attorney)