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BASIC AMENDMENT

CARGO SERVICES, INC.

Certificate of Status	0
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Amendment

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CARGO SERVICES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **CARGO SERVICES, INC.**, a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

. The Corporation's Articles of Incorporation Article 3 is amended as follows:

See Amendment Language Attached at Exhibit "A"

Date of Adoption

The amendment was adopted to be effective as of the 2nd day of January, 2001.

Manner of Adoption

The amendment was adopted pursuant to prior recommendation by the Corporation's Board of Directors and duly approved by its shareholders in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment on this 2nd day of January, 2001.

DIRECTOR'S SIGNATURE:

ROBERT E. BOOTH, Chairman
of the Board and President.

Preparer:
Ricardo Bajandas
De La Peña & Bajandas, LLP
601 Brickell Key Drive, Suite 705
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EXHIBIT "A"

Article 3.   Capital Stock & Preemptive Rights. The share capital of the Corporation shall be One Hundred (100) Shares at a par value of $.10 per share.

In addition, with respect to new issues, and in accordance with Florida Statute Sec. 607.0630 as amended from time to time, in the event that the Board of Directors of the Corporation determines that the Corporation requires additional capital and therefore shall issue additional shares of authorized and unissued (treasury shares) Common Stock, the Corporation shall not issue or sell any such Shares of Common Stock to any third party without first offering the right to purchase such shares to all of the Stockholders as set forth herein. The Corporation shall notify the Stockholders, in writing, of its intention to issue additional Shares. Each Stockholder shall have thirty (30) days from the date the notice is sent to notify the Corporation, in writing, that he wishes to purchase additional Shares, and the number of Shares he wishes to purchase. Should more than one Stockholder elect to exercise the pre-emptive rights granted in this subparagraph, then each Stockholder shall have the right to purchase a pro rata portion of the Shares to be issued. A Stockholder's pro rata portion shall be determined in accordance with the number of Shares owned by him as compared to the total number of Shares owned by all Stockholders exercising their pre-emptive rights under this subparagraph. Section 607.0630(c), or an equivalent, is specifically exempted by this provision, that is, pre-emptive rights shall apply whether or not shares are to be issued for or under: (a) employee compensation; (b) option conversion; (c) within 6 months of incorporation; or (d) shares issued for non-cash consideration.