



L98000001707

ACCOUNT NO. : 072100000032

REFERENCE : 096142 11654A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 105.00

ORDER DATE : January 12, 1999

ORDER TIME : 11:44 AM

ORDER NO. : 096142-005

CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
Holtzman Krinzman Equels &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 1:44

300002738003-6

DOMESTIC AMENDMENT FILING

RECEIVED

99 JAN 12 PM 12:12

DIVISION OF CORPORATION

NAME: NETWORK CARGO SYSTEMS
WORLDWIDE, L.L.C.

EFFECTIVE DATE: 090498

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

L95-1707

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 12, 1999

JANICE VANDERSLICE
CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C.
Ref. Number: L98000001707

We have received your document for NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The effective day must be specific and cannot be prior to the date of filing.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00001478

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99 JAN 12 PM 1:44

RECEIVED
99 JAN 13 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C.

1. The name of the limited liability company is Network Cargo Systems Worldwide, L.L.C. (the "Company").
2. The Company's Articles of Organization were filed on September 4, 1998, and are hereby amended as follows:
 - (a) Article IV of the Articles of Organization of the Company is amended to read as follows:

"ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers who shall serve as the managers of the Limited Liability Company until the first meeting of members or until their successor(s) are elected and qualified, and whose names and addresses are as follows:

Claude Bijaoui
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152

Rafael Montero de Espinosa
500 Fifth Avenue
Suite 424
New York, N.Y. 10010


Francisco Rodriguez
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152

Concepcion Abed Schaiban
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152"

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3. This Certificate of Amendment was adopted on the 17th day of December, 1998, by the Company's members with a sufficient number of votes to approve the same in accordance with the Company's Articles of Organization and Regulations, and with Section 608.411 of the Florida Statutes.

DATED this 11th day of January, 1999.



Signature of a member or authorized representative
of a member

Print name: ARTHUR J. FURIA