
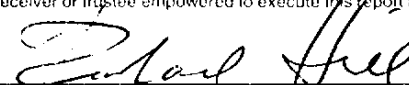


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED MAY -3 PM 5:00 STANDARD TIME	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1 Name and Mailing Address of Limited Liability Company DOCUMENT # L98000002763 ALS INTERNATIONAL LOGISTICS, L.C. 7800 N.W. 29 Street Miami, FL 33122				1a. Principal Place of Business Address 7800 N.W. 29 Street Miami, FL 33122	
2 Principal Place of Business 7800 N.W. 29 Street Suite, Apt. #, etc.		2a. Mailing Address 7800 N.W. 29 Street Suite, Apt. #, etc.		3. Date Organized or Qualified 11/17/98	
City & State Miami, FL		City & State Miami, FL		3a. State of Formation Florida	
Zip 33122		Country USA		4. FEI Number 65-0873022	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report 11/17/98	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input checked="" type="checkbox"/>	
7. Name and Address of Current Registered Agent Jeffrey A. Bernstein, Esq. Bernstein & Berger, P.A. 100 N. Biscayne Blvd., Suite 2608 Miami, FL 33132				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (If Not Registered Agent, Signature Required When Not Stated)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
M	Richard D. HILL	7800 N.W. 29 Street		Miami, FL 33122	
M	Tim E. HILL	7800 N.W. 29 Street		Miami, FL 33122	
M	Jaime LARA	7800 N.W. 29 Street		Miami, FL 33122	
M	Arturo MONTOYA	7800 N.W. 29 Street		Miami, FL 33122	
11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE:  1/28/99 3053714555					