P00000047867 Air-Ocean Transport, Inc.

229 N.W. 85 Court Miami, FL 33126

July 17, 2000

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Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

Attached please find an Articles of Amendment to Articles of Incorporation of Air-Ocean Transport, Inc. to add the following officer:

Jacqueline M. Aspillaga - Vice President

In addition, please find enclosed a check in the amount of \$52.50 as follows:

\$35.00 filing fee for amendment

\$ 8.75 for a certified copy of the amendment

\$ 8.75 for an original certificate of incorporation

If you have any questions, please do not hesitate to contact me at (305) 266-1366.

Thank your for your prompt attention to this matter.

Cordially,

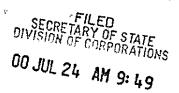
Jose M. Aspillaga

President

Jacqueline authorized to Correct black for adoption, list address for her as VP and to add Jose as president.

Amend LAT SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Air-Ocean Transport, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III: OFFICERS

ADD: Jacqueline M. Aspillaga

VICE PRESIDENT

229 NW 85th court Miami, FL 33/26

ADD: Jose M. Aspillaga President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: June 1, 2000
	: Adoption of Amendment(s) (CHECK ONE)
តាំ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
С	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
ī	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 17th day of July , 2000.
Digimund	By The Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	José M. Aspillaga Typed or printed name
	PRESIDENT