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-08/25/00--01021--020

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MOVE CARGO INTERNATIONAL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

O. COULLETTE AUG 25 2000

Examiner's Initials

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

FILED
00 AUG 25 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is : MOVE CARGO INTERNATIONAL, INC.
Document Nr. P00000076734 filed on 14 of August of 2000.

The principal place of business and mailing address of this corporation is
14861 S.W. 150th Street, Miami, Florida 33196.

The following amendments to the articles of incorporation were adopted by
this corporation.

SECOND

This corporation shall have two directors. The number of directors may be increased or diminished from time to time as provide for by the Bylaws, but never be less than two.

First page

The names and street address of the directors of this corporation are:

German Fajardo, President & Secretary
14861 S.W. 150th Street,
Miami, Florida 33196

Samuel E. Valencia, Vice-Pres & Treasurer
14861 S.W. 50th Street,
Miami, Florida 33196

THIRD

Shares of capital stock of this corporation shall be issued initially to the following persons/corporations in the amount set opposite their names:

Move Cargo & Cia Ltda. Sia _____ 51 Shares
Av. El Dorado Carret. 103 #47-85 Of 201 Conm 413 84 66
Santa Fe de Bogota, Colombia.

Samuel E. Valencia _____ 49 Shares
14861 S.W. 150th Street
Miami, Florida 33196

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

Second page

FOURTH

The amendment was adopted by the board of directors without shareholder action and shareholders action was not required, on this 22 day of August of 2000.

Vice-President:

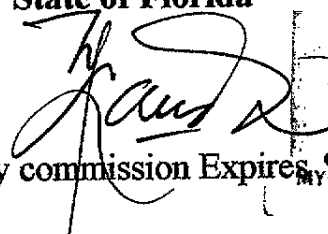
Sign

Name : Samuel E. Valencia. /Dir/V.P.

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

BEFORE ME, the undersigned authority, personally appeared Samuel E. Valencia to me known to be the person who executed the foregoing articles of amendment to the articles of incorporation according to the law, and that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto to set my hand and seal this 22 day of August of 2000.

NOTARY PUBLIC
State of Florida

My commission Expires 