

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
AEROGROUP AMERICAS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

AMEND
TRG
10/22 (4)



Transmittal Cover Sheet

TO	Division of Corporations (((H02000215638 6)))
Company	Florida Department of State
Fax Number	850-205-0380
Phone Number	
FROM	Jeffery A. Bahnsen
File Number	20177.010000
Comments	Attached are Articles of Merger of GCC-ARCA INC. and GCC-ARCA Holdings, Inc. Please attend to filing the same today.

Date	October 22, 2002
Time	9:58 AM
No. Pages	Including this cover sheet 8

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450 South Orange Avenue, Suite 650, Orlando, Florida 32801 (407) 420-1000 Fax (407) 420-5909

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

**AEROGROUP AMERICAS, INC.,
a Florida corporation**

The undersigned, being the Director of Aerogroup Americas, Inc., a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article 9 of The Articles of Incorporation of the Corporation are hereby modified to provide that effective as of the date of this Amendment Carlos A. Gamundi has resigned as Vice President of the Corporation and that as of the date of this Amendment, Carlos A. Gamundi does not hold any office or position in or with the Corporation. Furthermore, effective as of the date of this Amendment, Carlos Nates been appointed as Vice President of the Corporation and that as of the date of this Amendment, the name and street address of the Directors and Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Joaquin R. Martinez	7200 N.W. 19 th Street, #308 Miami, FL 33126	Director/President/ Secretary/Treasurer
Carlos Nates	7200 N.W. 19 th Street, #308 Miami, FL 33126	Vice President
Olga Lidia Viera	7200 N.W. 19 th Street, #308 Miami, FL 33126	Vice President

3. The date of each Amendment's adoption: September 20, 2002.

4. This amendment was adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

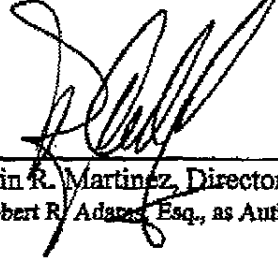
5. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Shareholders, Directors and Officers of the Corporation and their respective legal representatives, heirs, successors and assigns.

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IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation,
has hereunto set his hands and affixed the Corporation's seal this 21 day of October,
2002.



Joaquin R. Martinez, Director and President
By: Robert R. Adams, Esq., as Authorized Representative

[Corporate Seal]

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