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BASIC AMENDMENT

VALLEY CARGO CUSTOMS BROKERS, INC.

Certificate of Status	0
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Page Count	03
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

VALLEY CARGO CUSTOMS BROKERS, INC.

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1. The name of the corporation is Valley Cargo Customs Brokers, Inc. (the "Corporation").

2. Articles I of the Articles of Incorporation of the Corporation are amended to read as follows:

SEE ATTACHMENT A

3. These Amendments were recommended by the board of directors to the Corporation's shareholders on September 19th, 2001.

4. These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, Valley Cargo Customs Brokers Inc., has caused these Articles of Amendments to be executed on this 19 day of September 2001.

VALLEY CARGO CUSTOMS BROKERS, INC.

By: Victor H. Sierra
President**H** 01000107174

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OCT-15-2001 17:37

EMPIRE CORP

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ATTACHMENT A

ARTICLE I

The name of this corporation is: **VALLEY CUSTOMS BROKERS, INC.**

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