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JOSE C. MARRERO ASSOCIATES, P.A. ATTORNEYS AT LAW

October 9, 2003

FLORIDA DEPARTMENT OF STATE AMENDMENT SECTION DIVISION OF CORPORATION 409 E. GAINES STREET TALLAHASSEE, FL 32399

Mrs. Florida Department of State:

Attached please find articles of Articles of Amendment for

PRIORITYTRANS1 CORP.

Should you have any questions or required additional information, please do not hesitate to contact us.

Very truly yours,

JOSE C. MARRERO, Esq.

JC/jp

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	PRIORITYTRANS1 CORP.	
	PRIORITYTRANS1 CORP.	
*****	(present name)	
	P02000048222	
	(Document Number of Corporation (If known)	

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 VII is hereby amended to diminish the number of directors of the corporation from two directors (2) to one (1) director. The board of directors has accepted the resignation of Alicia Arias as director of the corporation effective September 1, 2003.

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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:

AA.

THIRD:	The date of each amendment's adoption: AUGUST 30,, 2003			
	H: Adoption of Amendment(s) (CHECK ONE)			
Ţ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
Ţ	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			
į	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
Ę	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signature	Signed this 30th day of August 2003			
~.6	(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)			
	ALICIA ARIAS			
	(Typed or printed name)			
	Vice Chairman of the Board of Directors (Title)			