

PO2000103514

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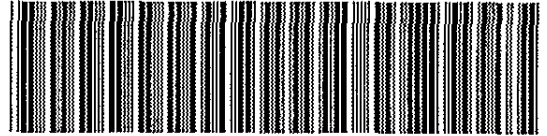
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Miami, Florida 33126
Tel: (305) 446-5995
Fax: (305) 446-3612
www.rivera-law.com

~ PIERCE E. RIVERA
Attorney At Law



November 27, 2002

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

In re: Doc. Number P02000103514
Company Name: INTERNATIONAL AIRLINK CARGO, INC.

To Whom It May Concern:

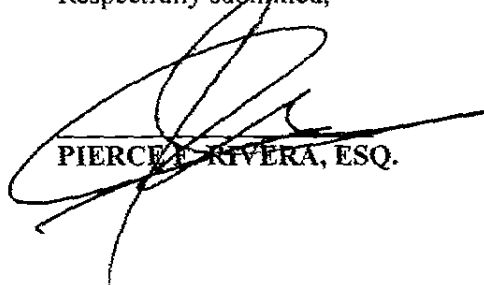
We received the Articles of Incorporation of INTERNATIONAL AIRLINK CARGO, INC. filed on September 25, 2002.

And now we are hereby requesting you to amend the following articles:

Article: Number VII and VIII of the above mentioned Company.

Pleased, send us the Amended Articles. If you have some questions about it, please call to me.

Respectfully submitted,



PIERCE E. RIVERA, ESQ.

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
INTERNATIONAL AIRLINK CARGO, INC.**

1. 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.

AMENDMENT ADOPTED BY THE BOARD OF GOVERNORS:

ARTICLE VII - DIRECTORS

The Board of Directors is amended as follows:

PRESIDENT: Howard Levy.
VICE-PRESENT: Constante Levy.
1st DIRECTOR: Neville Levy.

ARTICLES NUMBER VIII- DIRECTORS

The name and post office address of the member of the Board of Director is:

NEVILLE LEVY (1ST DIRECTOR)
4920 b Light Louse Circle
Coconut Creek, 33063

2. AMENDED ON November 27, 2002

3. ADOPTION OF AMENDMENT BY

- The amendment was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment 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.
The number of votes cast for the amendment was/were sufficient for approval by _____

VOTING GROUP

- The amendment was/were adopted by the board of directors without the shareholder action and the share holder action was not required.
- ✓ The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

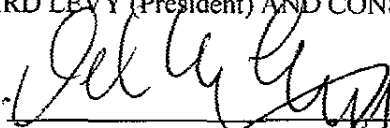
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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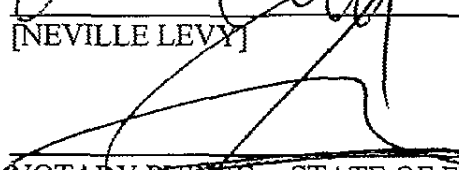
IN WITNESS WHEREOF, the parties of these Amended Articles of Incorporation have
hereunto set their hand and seals this November 27, 2002.

STATE OF FLORIDA
COUNTY OF

Sworn to and subscribed before me on November 27, 2002 by **NEVILLE LEVY**
(Registered Agent) on behalf of HOWARD LEVY (President) AND CONSTANCE LEVY
(Secretary).



[NEVILLE LEVY]



NOTARY PUBLIC -- STATE OF FLORIDA
PIERCE RIVERA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00062369
EXPIRES 10/15/2005
BONDED THRU 1-BBB-NOTARY1

SIGNATURE