Division of Corporations

Florida Department of State Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : BARINAS & ASSOCIATES INC.

Account Number : 120000000082

: (305)871-0889

Phone Fax Number

: (305)870-9623

BASIC AMENDMENT

SOUTHERN FREIGHT CARRIER, INC.

Certificate of Status	1
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Page Count	01
Estimated Charge	\$43,75

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10/15/2004

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

04 OCT 15 PM 1:58 President or STATE ALLAHASSEE. FLORIDA

SOUTHERN FREIGHT CARRIER, INC.

(present name)

P03000047261

(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: OFFICERS/DIRECTORS

3058709623

The following officer will be deleting to the positions of President:

DARLYN ZENKELL 8025 SW 4 ST MIAMI, FL 33144

The following officer will be added to the position of President:

CAIRO ZENKELL 8025 SW 4 ST MIAMI, FL 33144

The following officer will be deleting to the positions of Vicepresident:

ZACARIAS URRUTIA 8025 SW 4 ST MIAMI, FL 33144

The following officer will be added to the position of Vicepresident:

DARLYN ZENKELL 8025 SW 4 ST MIAMI, FL 33144

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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: N/A

THIRD: The date of each amendment's adoption: 10/15/04

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15 of OCTOBER, 2004.

Signature (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)

ARLYN ZENKELL

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