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BASIC AMENDMENT
XIMA FREIGHT SERVICES, INC.

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**ARTICLES OF AMENDMENT
OF
XIMA FREIGHT SERVICES, INC.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE V

The business location and mailing address of the Corporation shall be:

8217 NW 66TH STREET
MIAMI, FL. 33166

SECOND: Amendment adopted: ARTICLE VI

The Board of Directors and Shareholders of the Corporation shall be composed by TWO (2) persons, whose names and addresses are:

MAITE AVILA - PRESIDENT/TREASURER - 50% SHAREHOLDER
1281 SW 144TH CT.
MIAMI, FL. 33184

XIOMARA SALAZAR - VICEPRESIDENT/
12910 NW 8TH ST. SECRETARY - 50% SHAREHOLDER
MIAMI, FL. 33182

THIRD: The date of this amendment adoption shall be December 1st 2004.
Resting Articles of Incorporation will remain unaltered.

FOURTH: The shareholder approved the amendment adopted. The number of votes cast for this amendment was sufficient for approval.

Signed this December 1, 2004


MAITE AVILA
PRESIDENT

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