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BASIC AMENDMENT

ARC WORLDWIDE EXPRESS & CARGO CORP

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As 9/26/05
Amend
9/26/2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ARC WORLDWIDE EXPRESS & CARGO CORP

FIRST:

Article II

The principal place of business address:

1770 NW 96 AVENUE
DORAL, FLORIDA 33172

The mailing address of the corporation is:

1770 NW 96 AVENUE
DORAL, FLORIDA 33172

SECOND:

Article V: The name and address of the board of directors is amended to read as follows:

Title: D
ALFREDO GUTIERREZ
1507 BLUE JAY CIRCLE
WESTON, FL. 33327

Title: D
ANGELA M GUTIERREZ
1507 BLUE JAY CIRCLE
WESTON, FL. 33327

Title: D
RAUL E VARGAS
1507 BLUE JAY CIRCLE
WESTON, FL. 33327

Title: D
CARMEN C ARISTIZABAL
1507 BLUE JAY CIRCLE
WESTON, FL. 33327

Title: D
JAIME TORRES
1507 BLUE JAY CIRCLE
WESTON, FL, 33327

These amendments was adopted on September 23, 2005

The amendments were approved by the shareholders the number of votes cast for the amendment was sufficient for approval



ALFREDO GUTIERREZ



JAIME TORRES

Signed this day 23 of September, 2005