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Miami, Dec.08, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314

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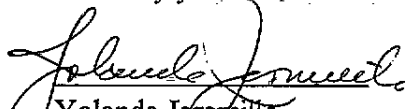
Gentlemen:

Enclosed please find ch., in the amount of \$ 3500 dollars and the two copies of the amendment of Articles of Incorporation of: FAST EXPRESS INTERNATIONAL COURIER, INC.

Please send the amendment to :

Y & A Professional Service, Inc.
12360 S.W. 123 Ct., Suite 210
Miami, Florida 33186

Sincerely yours:


Yolanda Jaramillo
Accountant

FILED
97 DEC 11 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

DEC 15 1997

**FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FAST EXPRESS INTERNATIONAL COURIER, INC.**

FILED
97 DEC 11 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the Stockholders of FAST EXPRESS INTERNATIONAL COURIER, INC. a Florida Corporation under its corporate seal and the hand of its President , Oscar A. Contreras, here by certify as follows:

CLAUSE I

That all the Shareholders of FAST EXPRESS INTERNATIONAL COURIER, INC. in response to a call and notice of meeting, held on Dec. 08, 1997 at 6999 N.W. 50th ST., Miami, Florida 33166, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles , VII and VIII of Incorporation to read as folloing:

**ARTICLES IV AND V
NEW BOARD OF DIRECTOR AND SHARES**

Upon motion duly made, was approved that MARIA TERESA MICHAELS, resigned from the office of Directors of the Corporation, and the name of SANDRA CONTRERAS. was appointed as officers of the Corporation.


The Capital Stock of the corporation consists of 100 shares of \$ 10.00 dollars per value.

Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
OSCAR ALBERTO CONTRERAS President	4160 S.W. 153 AVE. Miramar, Fl. 33027	-50%-
SANDRA CONTRERAS Secretary	4160 S.W. 153 AVE. Miramar, Fl. 33027	-50%-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day Dec. 08/1997 at Miami, Florida -----

FAST EXPRESS INTERNATIONAL COURIER, INC.
a Florida Corporation


OSCAR ALBERTO CONTRERAS
President

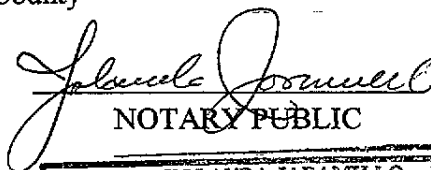
STATE OF FLORIDA)

) S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day Dec. 08/1997 before me personally appeared the under signed authority Oscar Alberto Contreras as President of FAST EXPRESS INTERNATIONAL COURIER, INC.. and he acknowledged that he executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County


NOTARY PUBLIC

