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May 27, 1997

Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/30/97--01089--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Global Freight Services International, Inc.

Dear Sir or Madam:

Enclosed please find our check in the amount of \$35.00 as payment of the filing fee for the attached Articles of Amendment to Global Freight Services International, Inc.'s Articles of Incorporation.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,

Alexander Zouzoulas

AZ/mqn  
enclosure

97 MAY 30 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GLOBAL FREIGHT SERVICES INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation.

**FIRST:**                      ARTICLE VI  
                                 Amended  
                                 SHAREHOLDERS

The shares of outstanding common stock of this corporation belong to the following persons in the amounts set opposite their names:

Nadim El Kareh - 100 shares

Nader El Kareh - 100 shares

Afif EL Kareh - 100 shares

Melhem Freiji - 100 shares

Adopted this 27<sup>th</sup> day of May, 1997.

GLOBAL      FREIGHT      SERVICES  
INTERNATIONAL, INC.

By: *Nadim El Kareh*  
NADIM EL KAREH  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESOLUTIONS OF BOARD OF DIRECTORS OF  
GLOBAL FREIGHT SERVICES INTERNATIONAL, INC.

Pursuant to section 607.1003, Florida Statutes, the Board of Directors of Global Freight Services International, Inc., make the following resolutions and recommendations to amend the Articles of Incorporation of Global Freight Services International, Inc.:

RESOLVED: That pursuant to the written consent of the shareholders of this corporation (a copy of which is attached hereto), Nadim El Kareh, Nader El Kareh, Afif El Kareh, and Melhem Freiji, having fully complied with all conditions precedent to the distribution of shares of common stock of this corporation, the following sale and transfer of shares of stock is approved:


Global Freight Services International Inc., transfers the following shares of stock to the following persons:


Nadim El Kareh - 33 shares  
Nader El Kareh - 67 shares  
Afif El Kareh - 100 shares  
Melhem Freiji - 100 shares

Such shares of stock are hereby declared to be transferred as aforestated.

RESOLVED: That the following persons own the number of outstanding shares of stock indicated opposite their name:

Nadim El Kareh - 100 shares of common stock, par value of \$1.00 per share.  
Nader El Karen - 100 shares of common stock, par value of \$1.00 per share.  
Afif El Kareh - 100 shares of common stock, par value of \$1.00 per share.  
Melhem Freiji - 100 shares of common stock, par value of \$1.00 per share.

  
\_\_\_\_\_  
NADIM EL KAREH

  
\_\_\_\_\_  
NADER EL KAREH

Dated this 27 day of May, 1997.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF COMPLIANCE

Nadim El Kareh and Nader El Kareh, being the shareholders of Global Freight Services International, Inc., hereby certify that they have complied with Section 607.0704, Florida Statutes, and have given their written consent to the attached Amendments to the Articles of Incorporation of Global Freight Services International, Inc.

  
\_\_\_\_\_  
NADIM EL KAREH

  
\_\_\_\_\_  
NADER EL KAREH

Dated this 27th day of May, 1997.