

P94000011210

Y & A PROFESSIONAL SERVICE, INC.
12350 S.W 132 CT #207
MIAMI, FLORIDA 33186

Miami, August 11, 2000

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

500003365925--E
-08/21/00--01099--013
*****70.00 *****35.00

Gentlemen:

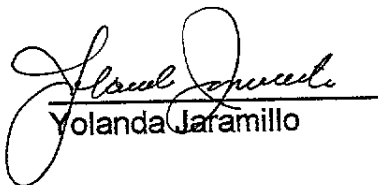
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

LINEA EXPRESS INTERNATIONAL, INC.

If you have any questions regarding this matter, please do not hesitate to contact us.

Please send the amendment to the above mentioned address.

Sincerely yours,


Yolanda Jaramillo

FILED
00 AUG 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS AUG 29 2000

THIRD CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LINEA EXPRESS INTERNATIONAL, INC.

FILED
00 AUG 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the stockholders of LINEA EXPRESS INTERNATIONAL, INC. A Florida Corporation under its corporate seal and the hand of its President, EDUARDO CALDERON, hereby certify as follows:

CLAUSE I

That all the Shareholders of LINEA EXPRESS INTERNATIONAL, INC. in response to a call and notice of meeting, held on May 25, 2000., at 6750 NW 72 AVENUE MIAMI, FL. 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 , I, VII and VIII of Articles of Incorporation to read as follow:

ARTICLE II
NAME & ADDRESS OF REGISTERED AGENT

The new name ana address of Registered Agent, will be: YOLANDA JARAMILLO, The new address is : 6750 NW 72 AVENUE, MIAMI, FLORIDA 33166.

ARTICLE VII
DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that MARTHA GUINARD was appointed as Vice-President of the Board of Directors

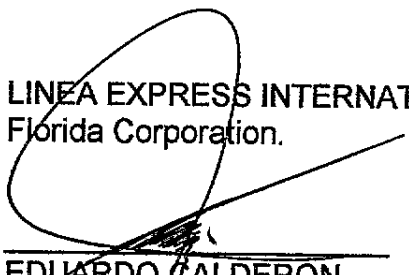
ARTICLE VIII
SUBSCRIBERS

The new board of directors will read as follows:

Name	Address:	Shares
EDUARDO CALDERON President/Secretary	6750 NW 72 AVEMIE MIAMI, FL. 33166	- 700 -
MARTHA GUINARD Vice-President	6750 NW 72 AVENUE MIAMI, FL. 33166	- 300 -

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 as, and its Corporate seal to be here unto affixed, on this day May 25 2000 at Miami, Florida. _____

LINEA EXPRESS INTERNATIONAL, INC.
Florida Corporation.



EDUARDO CALDERON
President

**CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submit the following statement in designating the registered office / registers agent, in the State of Florida.

1.- The name of the corporation is:

LINEA EXPRESS INTERNATIONAL, INC.

2.- The name of the address of the registered agent and office is:

Yolanda Jaramillo
6750 N.W. 72 nd Avenue
Miami, Fl. 33166

Signature: _____


EDUARDO CALDERON
President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Yolanda Jaramillo
Registered Agent