

P94000056254

(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

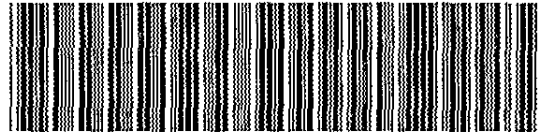
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 13 2003

ROLANDO E. LEIVA, C.P.A., P.A.
LAKESIDE COMMONS OFFICE PARK
7400 S.W. 50th TERRACE, SUITE 302
MIAMI, FLORIDA 33155
TELEPHONE # (305) 663-1511 FAX # (305) 663-3350

September 24, 2003

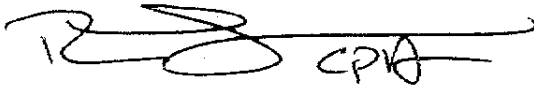
TO: DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FROM: ROLANDO E. LEIVA, C.P.A.

REF: STAR INTERNATIONAL COURIERS, INC.
DOCUMENT #P94000056254

Please amend the articles of the above named corporation.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'R. Leiva C.P.A.', with a stylized flourish.

Rolando E. Leiva, C.P.A.

ROLANDO E. LEIVA, C.P.A., P.A.*7400 SW 50 TERR., #302*MIAMI, FL

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STAR INTERNATIONAL COURIERS, INC.

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

The Certificate of incorporation of STAR INTERNATIONAL COURIERS, INC. assigned document number P94000056254, heretofore approved and filed in the office of the Secretary of State of Florida, on JULY 29, 1994 is hereby amended in the following particular:

ARTICLE # VI DIRECTORS

The board unanimously approved to delete the name of the Vice-President/Director, SONIA MANTONAVELLI.

The board unanimously approved to add a new director as follows:

Name: LEONARDO MANTOVANELLI

Address: 10832 N.W. 27TH STREET
MIAMI, FL 33166

Title: Vice-President/Manager

**CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
STAR INTERNATIONAL COURIERS, INC.**

We, the undersigned, being the President and Vice-President Directors of STAR INTERNATIONAL COURIERS, INC. hereby certify that the Board of Directors of the corporation AND SHAREHOLDERS did unanimously approve and recommend, on the SEPTEMBER 24, 2003, at a meeting duly called for the purpose, that the Articles of Incorporation of STAR INTERNATIONAL COURIERS, INC., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the JULY 29, 1994 be amended in the manner set forth in the attached page and did propose said amendment to the stockholders of the corporation who unanimously approved the amendments.

WE DO FURTHER CERTIFY that at a meeting duly called for that purpose, a majority of stockholders of the corporation did approve the foregoing amendment on the SEPTEMBER 24, 2003. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the President and Vice-President of the corporation have hereunto affixed their signature, and also affixed the corporate seal this SEPTEMBER 24, 2003.

ATTEST:

x *Oduvaldo Mantovanelli*
President/Director
ODUVALDO MANTOVANELLI

x *[Signature]*
Vice-President/Director
SONIA MANTOVANELLI

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as REGISTERED AGENT of STAR INTERNATIONAL COURIERS, INC.

ATTEST:

x *Oduvaldo Mantovanelli*
ODUVALDO MANTOVANELLI
Registered Agent

**STATE OF FLORIDA
COUNTY OF MIAMI DADE**

I DO HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named the take oaths and acknowledgements, personally appeared ODUVALDO MANTOVANELLI *President and Registered Agent and SONIA MANTOVANELLI, Vice-President of STAR INTERNATIONAL COURIERS, INC. to me well known to be the individuals described in and who executed the foregoing Amendment to Certificate of Incorporation and Registered Agent Acceptance and they acknowledged before me that the matters and things contained therein are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this SEPTEMBER 24, 2003.

MY COMMISSION EXPIRES:



* Oduvaldo Mantovanelli was represented and executed this document by his wife Sonia Mantovanelli under signed power of attorney herewith attached



LF205-04
R205-04

GENERAL POWER OF ATTORNEY

(With Durable Provision)

NOTICE: THIS IS AN IMPORTANT DOCUMENT. BEFORE SIGNING THIS DOCUMENT, YOU SHOULD KNOW THESE IMPORTANT FACTS. THE PURPOSE OF THIS POWER OF ATTORNEY IS TO GIVE THE PERSON WHOM YOU DESIGNATE (YOUR "AGENT") BROAD POWERS TO HANDLE YOUR PROPERTY, WHICH MAY INCLUDE POWERS TO PLEDGE, SELL OR OTHERWISE DISPOSE OF ANY REAL OR PERSONAL PROPERTY WITHOUT ADVANCE NOTICE TO YOU OR APPROVAL BY YOU. YOU MAY SPECIFY THAT THESE POWERS WILL EXIST EVEN AFTER YOU BECOME DISABLED, INCAPACITATED OR INCOMPETENT. THIS DOCUMENT DOES NOT AUTHORIZE ANYONE TO MAKE MEDICAL OR OTHER HEALTH CARE DECISIONS FOR YOU. IF THERE IS ANYTHING ABOUT THIS FORM THAT YOU DO NOT UNDERSTAND, YOU SHOULD ASK A LAWYER TO EXPLAIN IT TO YOU. YOU MAY REVOKE THIS POWER OF ATTORNEY IF YOU LATER WISH TO DO SO.

TO ALL PERSONS, be it known that I, **ODUVALDO MANTOVANELLI**
of **7480 SW 132 ST Pinecrest, FL 33156**
the undersigned Grantor, do hereby make and grant a general power of attorney to
SONIA REGINA MANTOVANELLI
of **7480 SW 132 ST Pinecrest, FL 33156**
and do thereupon constitute and appoint said individual as my attorney-in-fact/agent.

My attorney-in-fact/agent shall act in my name, place and stead in any way which I myself could do, if I were personally present, with respect to the following matters, to the extent that I am permitted by law to act through an agent:

(NOTICE: The grantor must write his or her initials in the corresponding blank space of a box below with respect to each of the subdivisions (A) through (O) below for which the Grantor wants to give the agent authority. If the blank space within a box for any particular subdivision is NOT initialed, NO AUTHORITY WILL BE GRANTED for matters that are included in that subdivision. Cross out each power withheld.)

[X]	(A) Real estate transactions
[X]	(B) Tangible personal property transactions
[X]	(C) Bond, share and commodity transactions
[X]	(D) Banking transactions
[X]	(E) Business operating transactions
[X]	(F) Insurance transactions
[X]	(G) Gifts to charities and individuals other than Attorney-in-Fact/Agent

(If trust distributions are involved or tax consequences are anticipated, consult an attorney.)

- [X] (H) Claims and litigation
 - [X] (I) Personal relationships and affairs
 - [X] (J) Benefits from military service
 - [X] (K) Records, reports and statements
 - [X] (L) Full and unqualified authority to my attorney-in-fact/agent to delegate any or all of the foregoing powers to any person or persons whom my attorney-in-fact/agent shall select
 - [X] (M) Access to safe deposit box(es)
 - [X] (N) To authorize medical and surgical procedures (Pennsylvania only)
 - [X] (O) All other matters
- Durable Provision:**
 [OM] (P) If the blank space in the block to the left is initialed by the Grantor, this power of attorney shall not be affected by the subsequent disability or incompetence of the Grantor.

Other Terms:
 Federal Corporate and Individual Internal Revenue Service Forms and Matters.

My attorney-in-fact/agent hereby accepts this appointment subject to its terms and agrees to act and perform in said fiduciary capacity consistent with my best interests as he/she in his/her best discretion deems advisable, and I affirm and ratify all acts so undertaken.

TO INDUCE ANY THIRD PARTY TO ACT HEREUNDER, I HEREBY AGREE THAT ANY THIRD PARTY RECEIVING A DULY EXECUTED COPY OR FACSIMILE OF THIS INSTRUMENT MAY ACT HEREUNDER, AND THAT REVOCATION OR TERMINATION HEREOF SHALL BE INEFFECTIVE AS TO SUCH THIRD PARTY UNLESS AND UNTIL ACTUAL NOTICE OR KNOWLEDGE OF SUCH REVOCATION OR TERMINATION SHALL HAVE BEEN RECEIVED BY SUCH THIRD PARTY, AND I FOR MYSELF AND FOR MY HEIRS, EXECUTORS, LEGAL REPRESENTATIVES AND ASSIGNS, HEREBY AGREE TO INDEMNIFY AND HOLD HARMLESS ANY SUCH THIRD PARTY FROM AND AGAINST ANY AND ALL CLAIMS THAT MAY ARISE AGAINST SUCH THIRD PARTY BY REASON OF SUCH THIRD PARTY HAVING RELIED ON THE PROVISIONS OF THIS INSTRUMENT.

Signed under seal this 04 day of June, 2003.

Signed in the presence of:

Witness: Rolando Leiva
 Witness: Alfredo Morlan

[Signature]
 Grantor
[Signature]
 Attorney-in-Fact/Agent

State of FLORIDA
 County of MIAMI DADA
 On 4/6/03 before me,

_____ appeared, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.
 Signature: [Signature]

Affiant Known Produced ID
 Type of ID _____ (Seal)

