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Florida Department of State
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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

B.Q.S. CARGO CORP.

Certificate of Status	0
Certified Copy	1
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AMEND
07/21/99

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
B.Q.S. CARGO CORP.**

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99 JUL 20 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is B.Q.S. Cargo Corp. (the "Corporation").
2. Articles IX, X, XII of the Articles of Incorporation of the Corporation are amended to read as follows:

SEE ATTACHMENT A

3. These Amendments were recommended by the board of directors to the Corporation's shareholders on November 25, 1997.
4. These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, B.Q.S. Cargo Corp. has caused these Articles of Amendments to be executed on this 15th day of July, 1999.

B.Q.S. CARGO CORP.

By: Victor Botero

Victor Botero
President and Director

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ATTACHMENT A

ARTICLE IX

The name and address of the new Board of Directors of the Corporation, who shall hold office for this year, or until their successors are chosen, are:

Victor Botero
9050 Pines Blvd., Suite 450-F
Pembroke Pines, Florida 33024

ARTICLE X

The names and addresses of the officers of the Corporation shall serve until their successors are chose by the Board of Directors in accordance with the bylaws, are:

Beymar Piraquive (Secretary)
8302 N.W. 7th Street
Miami, Florida 33126

Victor Botero (President)
9050 Pines Blvd., Suite 450-F
Pembroke Pines, Florida 33024

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock they agree to take are:

Beymar Piraquive 250 Shares or 25%
8302 N.W. 7th Street
Miami, Florida 33126

Victor Botero 750 Shares or 75%
9050 Pines Blvd., Suite 450-F
Pembroke Pines, Florida 33024

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