

P950000483/2

ALL-ABOARD PORT & BROKER SERVICES, INC.

1216 SE 1ST STREET
FORT LAUDERDALE FL 33301
954-222-3333

MAIL ADDRESS
All-Aboard Port + Broker
P.O. Box 30472 Services,
FTL FL 33303 Inc.
(33303)

April 8, 1998

Ms. Thelma Lewis
Florida Department of State
Division of Corporations
POB 6327
Tallahassee FL 32314

Dear Ms. Lewis:

900002519989--5
-05/12/98--01028--020
*****43.75 *****43.75

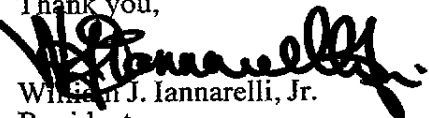
I have just today recieved correspondence from you dated April 22, 1997. I am attaching a copy. I can only assume that the mail was lost until now, as our mailing address changed shortly thereafter.

It states that a check for \$35.00 was not enclosed with my correspondence to you. This is not correct. I am certain that a check was enclosed. I recieved a phone call from a woman in your department saying she had the check and asked me a question of some sort. The check also must have cleared my bank, as I have no outstanding checks remaining. My banking records are with my accountant at present, and are not accessible, as it is a week before Tax Day.

Nevertheless, to assure no further delay, I am enclosing a check for \$43.75 to process the filing of Spearhead Corporation's name change to All-Aboard Port & Broker Services, Inc., as well as a certificate of status.

Under ~~same~~ cover I am processing the 1998 profit corporation annual report and filing fee.

Should there be any question whatsoever do not hesitate to call me.

Thank you,

William J. Iannarelli, Jr.
President

Amendme

FILED
RECEIVED
98 MAY 11 PM 3:20
98 MAY 11 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

MAY 11 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

409 E. GAINES ST
Tall
32399
FL

April 22, 1997

W. J. IANNARELLI, JR.
ALL ABOARD PORT & BROKER SERVICES, INC.
521 NORTH 26TH AVE.
HOLLYWOOD, FL 33020

SUBJECT: SPEARHEAD CORPORATION
Ref. Number: P95000048312

We have received your document for SPEARHEAD CORPORATION, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

^{\$50}
Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00020651

RECEIVED
98 MAY 11 PM 12:14
DIVISION OF CORPORATIONS



ALL-ABOARD PORT & BROKER SERVICES, INC.

William J. Iannarelli, Jr.
President and Chairman

(formerly Spearhead Corporation)
521 North 26 Avenue
Hollywood FL 33020

Telephone (954)921-0957

FILED
98 MAY 11 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 1, 1997

ARTICLES OF AMENDMENT

In a meeting of the only shareholder of Spearhead Corporation, a Florida corporation, formerly of 14650 Bull Run Road, Suite 126, Miami Lakes, FL 33014, on April 1, 1997, it was unanimously decided that four (4) Amendments to the Articles of Incorporation will be filed with The Division of Corporations, in the State of Florida. These amendments become effective immediatly. They are enumerated and listed below:

Amendment to Article I. Corporate Name

Spearhead Corporation, a Florida corporation, will henceforth be known as All-Aboard Port & Broker Services, Inc., to more accurately reflect the activities which the corporation engages in. The mailing address of this corporation will henceforth be, until further notice, 521 North 26th Avenue, Hollywood FL 33014. This change will be effective April 1, 1997.

Amendment to Article IV. Registered Agent

No longer will Robert de la Vega, of 15225 NW 77th Avenue, Suite #202, Miami Lakes FL 33014 act as registered agent for Spearhead Corporation, now to be known as All-Aboard Port & Broker Services, Inc. This function will be placed with William J. Iannarelli, Jr., of 521 North 26th Avenue, Hollywood FL 33014. This change will be effective April 1, 1997.

I, William J. Iannarelli, Jr. hereby agree to accept the responsibilities and obligations of this function, of which I am fully familiarized with.


William J. Iannarelli, Jr.
Registered Agent for Spearhead Corporation,
now to be known as All-Aboard Port & Broker Services, Inc. 4/1/97

Amendment to Article V

The name and street address of the incorporator to the original Articles of Incorporation of Spearhead Corporation, now to be known as All-Aboard Port & Broker Services, Inc. will be duly noted as: William J. Iannarelli, Jr, 521 North 26th Avenue, Hollywood FL 33014. This change will be effective April 1, 1997.

Amendment to Article VII. Purposes

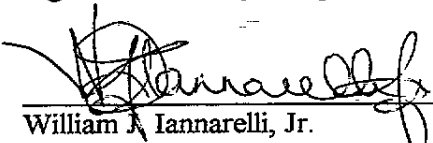
The purpose for which this Corporation is organized shall include, but not be limited to, the transaction of US Customs documents under the CustomsHouse Broker's license granted by The US Customs Service, a division of the US Department of the Treasury. Additionally, the corporation shall act as consultant on matters related to US Customs affecting importers, and shall also act as representative for surety companies bonding the importation process, and finally as an Officer of the US Treasury.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Corporation adopts the four (4) aforementioned Amendments to Article I, Article IV, Article V, and Article VII of the the Articles of Incorporation of Spearhead Corporation, now to be known as All-Aboard Port & Broker Services, Inc., shall be adopted effective April 1, 1997.

The amendments were unanimously approved by the only shareholder, William J. Iannarelli, Jr., on April 1, 1997. The number of votes cast for the amendments were sufficient for approval.

These amendments shall be adopted.

Signed this 1st day of April, 1997

 *Pres. & Chairman 4/1/97*
William J. Iannarelli, Jr.
President and Chairman of the Board

A filing fee for the Articles of Amendment of \$35 and \$8.75 for a certificate of status, check # 1348 in the amount of \$43.75, drawn on Spearhead Corporation, Nations Bank account #3604003598 was included with this filing.

reference Corporation document number P95000048312
reference Federal Employer Tax Identification Number 65-0591929