

MEDCO

TRANSPORTATION SERVICES, INC.

P95000050187

December 2, 1996

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-12/18/96--01005--008
*****87.50 *****87.50

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Medco Transportation Services, Inc.
Articles of Amendment to Articles of Incorporation
Articles of Incorporation

Dear Division:

Enclosed please find Articles of Amendment to Articles of Incorporation and a check amount of \$87.50 (\$35 filing fee and \$52.50 for a certified copy of the amendment).

In addition, we have also included the revised Articles of Incorporation with the amendments incorporated therein. An additional copy has been provided so it may be returned to us with your "Filed" or dated stamp.

Please send the above to the following address:

5915 SW 108th Place
Miami, FL 33173

Thank you for your cooperation in this matter. Should you have any questions, please feel free to contact me.

Sincerely,

Ramon Valenti
President



(800)330-8350

(305)271-4424 (Dade)

(305)271-2457 (Fax)

P.O. Box 0776, Miami, Florida 33144

APPROVED
AND
FILED
96 DEC 17 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000050187
Amend
Cert Copy
12-17-96

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Medco Transportation Services, Inc.**

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

FIRST: Amendment(s) adopted:

Amendment #1:

Oscar Saavedra and Yvonne Saavedra transfer their shares of stock to Ramon Valenti and Eliza C. Valenti, respectively. Ramon Valenti and Eliza C. Valenti shall each own 50% of Medco Transportation Services, Inc. Oscar Saavedra and Yvonne Saavedra have requested not to be considered incorporators, shareholders, directors or any other designation of Medco Transportation Services, Inc., as of March 19, 1996. Therefore, Article V is hereby amended as follows:

Article V

The number of shares which this corporation shall have authority to issue is one-hundred (100) common shares without par value. These shares shall be distributed among the incorporators as follows:

Ramon Valenti	50	Shares of Common Stock
Eliza C. Valenti	50	Shares of Common Stock
	100	Shares of Common Stock

Each shareholder mentioned above shall be entitled to one vote per share of common stock.

Amendment #2:

The Board of Directors shall now reflect the departure of Oscar Saavedra and Yvonne Saavedra as incorporators/shareholders. Therefore, Article IX has been added and is hereby amended as follows:

Article IX

The Board of Directors shall consist of two (2) members to be elected by the shareholders. The Board of Directors for Medco Transportation Services, Inc., include the following members:

<u>Member</u>	<u>Address</u>
Ramon Valenti	5915 S.W. 108th Place, Miami, FL 33173
Eliza C. Valenti	5915 S.W. 108th Place, Miami, FL 33173

The Board of Directors shall control the full and entire management of the affairs and business of the corporation and adhere to the By-Laws of the corporation. The Board of Directors shall adopt rules and regulations to manage the corporation. A quorum shall consist of a majority of the directors.

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Article IX (Cont.)

Resolution adopted and all business transacted by the Board of Directors shall be done by a majority vote of the directors.

Amendment #3:

Pursuant to Amendment #1, **Article VIII** is hereby amended as follows:

Article VIII

The names and addresses of the incorporators to these Articles of Incorporation are:

<u>Member</u>	<u>Address</u>	<u>Office</u>
Ramon Valenti	5915 S.W. 108th Place, Miami, FL 33173	President/Treasurer
Eliza C. Valenti	5915 S.W. 108th Place, Miami, FL 33173	Secretary

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Implementation of the transfer of shares and the provisions for same can be found in the Minutes of the Organizational Meeting of the Incorporators of Medco Transportation, Inc., a copy which is attached hereto as Exhibit "A".

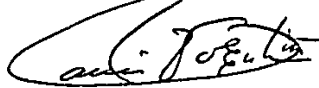
THIRD: The date of each amendment's adoption is March 19, 1996.

FOURTH: Adoption of Amendment(s):

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this day 25th of April, 1996

Signature



Print Name

RAMON VALENTI

Title

PRESIDENT

EXHIBIT "A"

MINUTES OF THE ORGANIZATIONAL MEETING OF THE INCORPORATORS OF
MEDCO TRANSPORTATION SERVICES, INC.

All of the incorporators of Medco Transportation Services, Inc. having consented to the time and place of the organizational meeting, the meeting was held on MARCH
19, 1996, at 8:00 PM, at 5915 SW 108 PL MIAMI FL
33173

All of the incorporators having consented, Ramon Valenti was appointed as chairman of the meeting and Eliza C. Valenti was appointed as secretary of the meeting. The meeting was called to order by the chairman and the secretary called the role of the incorporators. All of the incorporators were present and are as follows:

Ramon Valenti
Eliza C. Valenti
Oscar Saavedra
Ivonne Saavedra

Item I

The first item of business that was taken up was the waiver of notice of the meeting. The waiver, having been signed by all the incorporators, was read aloud by the chairman and was ordered to be made part of the minutes of the meeting.

Item II

The second item of business that was taken up was the certification of incorporation. A copy of the certification was read aloud by the chairman. The chairman read aloud the date of incorporation by the Secretary of State, which was June 26, 1995. The copy was ordered to be made part of the minutes of the meeting.

Item III

The third item of business that was taken up was the voluntary withdraw as incorporators, of Oscar Saavedra and Ivonne Saavedra. Oscar Saavedra and Ivonne Saavedra requested the chairman to amend Articles V and VIII of the initial articles of incorporation as they were unable to comply with Article VI of the articles of incorporation and thus they no longer desired to be involved with Medco Transportation Services, Inc. The amendment requested by Oscar Saavedra and Ivonne Saavedra is for them not to be considered incorporators, shareholders, directors or any other designation of Medco Transportation Services, Inc., from this date forward. Furthermore, Oscar Saavedra and Ivonne Saavedra requested for their shares of stock to be transferred to Ramon Valenti and Eliza C. Valenti, respectively. The chairman stated that their requests would be granted and Articles V and VIII will be amended to reflect the structure of the corporation and that Oscar Saavedra's and Ivonne Saavedra's signatures on this organizational meeting's minutes will constitute legal authority for Medco Transportation Services, Inc., to make the changes being requested herein.

Item IV

The fourth item of business was the voting on the matters stated in Item III. A motion was made to transfer the forty (40) shares of stock mentioned in the articles of incorporation under Oscar Saavedra and Ivonne Saavedra to Ramon Valenti and Eliza C. Valenti, respectively.

All four initial incorporators, Ramon Valenti, Eliza C. Valenti, Oscar Saavedra and Ivonne Saavedra, voted Yes to allowing the transfer of stock.

Oscar Saavedra and Ivonne Saavedra hereby transfer their forty (40) shares of stock to Ramon Valenti (20 shares) and Eliza C. Valenti (20 shares).

RESOLVED, Ramon Valenti now owns fifty (50) shares or 50% of Medco Transportation Services, Inc. Eliza C. Valenti now owns fifty (50) shares or 50% of Medco Transportation Services, Inc.

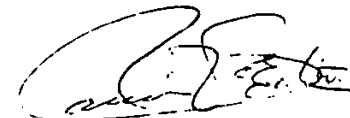
A motion was made to allow Oscar Saavedra and Ivonne Saavedra to resign from their positions and excuse them from all responsibilities and obligations as stated in the articles of incorporation or pertaining to Medco Transportation Services, Inc.

All four initial incorporators, Ramon Valenti, Eliza C. Valenti, Oscar Saavedra and Ivonne Saavedra, voted Yes to allowing Oscar Saavedra and Ivonne Saavedra to resign from their positions and excuse them from all responsibilities and obligations.

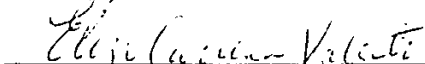
RESOLVED, Oscar Saavedra and Ivonne Saavedra are no longer incorporators, shareholders or directors of Medco Transportation Services, Inc.

The chairman decided not to have any further business be brought upon to the meeting until item III was finalized at which time another organizational meeting will be held in order to formally amend and file with the State of Florida the amendment to the articles of incorporation, select a Board of Director and organized the corporation. The chairman then called for adjournment, seconded and carried.

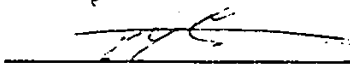
Dated: March 19, 1996



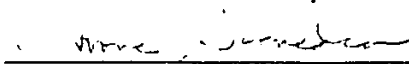
Chairman, Ramon Valenti



Secretary, Eliza C. Valenti



Oscar Saavedra, initial incorporator



Ivonne Saavedra, initial incorporator

Attachments as follows:

Waiver of Notice
Certificate of Incorporation
Consent and Ratification