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Florida Department of State
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To: Division of Corporations
Fax Number : (850)922-4000

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

98 AUG 26 PM 12: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/26

BASIC AMENDMENT

WORLDWAY AIR CARGO, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Amendment
8/26/98
DC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WORLDWAY AIR CARGO, CORP.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added, or deleted)

ARTICLE III CAPITAL STOCK

The capital stock of the corporation shall consist of:

- a. five hundred (500) shares of \$1.00 par value. For incorporation purposes, each share will have a nominal value set at one Dollar (\$1.00), per share as consideration.
- b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.
- c. All of the common stock is to have one vote per share in the control of the management of the corporation.
- d. The holders of these shares of common stock are to have pre-emptive rights in the purchases of subsequent issues of stocks.
- e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

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:

Prepared by: Baques Accounting & Assoc.
930 East 16 Pl.
Hialeah, FL 33010
(305)887-2886

THIRD: The date of each amendment's adoption: MARCH 16th, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

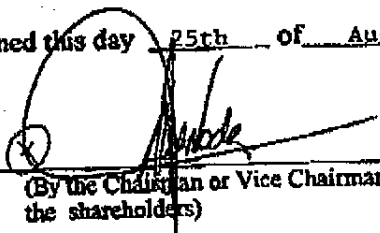
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25th of August, 19 98

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ADOLFO MORENO

Typed or printed name

PRESIDENT

Title