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P96000015693



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

151 MAJORCA AVE.
CORAL GABLES, FL 33134

TITLE: SD
7/30/97

NAME: TEMISTOCLES, JUNKES
FLORIDA DIVISION OF CORPORATIONS
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((H97000012440 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: AMERICAN FREIGHT FORWARDERS CORPORATION

AUDIT NUMBER.....H97000012440

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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DIVISION OF CORPORATIONS

Amendment
9/2/97
DL

H97000012440

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN FREIGHT FORWARDERS CORPORATION**

PURSUANT TO PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS
FLORIDA CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO
ITS ARTICLES OF INCORPORATION:

FIRST: AMENDMENTS ADOPTED:

ARTICLE FOUR: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS
CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE
TIME IS 100,000 SHARES OF COMMON STOCK, PAR VALUE \$1 .00 PER SHARE.

ARTICLE EIGHT: BOARD OF DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE BOARD OF
DIRECTORS AND OFFICERS WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS
ARE ELECTED OR APPOINTED AND HAVE QUALIFIED ARE AS FOLLOWS:

JOSE CARLOS GONCALVES, DIRECTOR CHAIRMAN
1717 N. BAYSHORE DRIVE, #39-44
MIAMI, FL 33132

PABLO A. PEREZ, DIRECTOR SECRETARY
16785 N.W. 12TH COURT
PEMBROKE PINES, FL 33028

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Prepared by:
Jose Carlos Goncalves
1717 N. Bayshore Dr. #39-44
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN FREIGHT FORWARDERS CORPORATION**

ARTICLE NINE: OFFICERS

THE NAME AND POST OFFICE ADDRESSES OF THE OFFICERS OF THIS CORPORATION ARE:

JOSE CARLOS GONCALVES, PRESIDENT
1717 N. BAYSHORE DRIVE, #39-44
MIAMI, FL 33132

PABLO A. PEREZ, VICE-PRESIDENT, SECRETARY
16785 N.W. 12TH COURT
PEMBROKE PINES, FL 33028

SECOND: THE DATE TO EACH AMENDMENT'S ADOPTION IS JULY 28, 1997

THIRD: THE AMENDMENTS WERE ADOPTED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS DAY 28 OF JULY, 1997

SIGNATURE


JOSE CARLOS GONCALVES, PRESIDENT


PABLO A. PEREZ, VICE/PRESIDENT, SECRETARY

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