

P96000082936

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name
 890 S.W. 87 AVENUE, SUITE: 16
Address
 MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

000002360650--2
 -12/02/97--01049--009
 *****35.00 *****35.00
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. A & V ANDES FREIGHT FORWARD, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #) *Amend*
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 97 DEC -3 AM 10:39
 RECEIVED
 97 DEC -2 AM 10:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS			
<input checked="" type="checkbox"/>	Amendment	Name Availability	12/4/97
<input type="checkbox"/>	Resignation of R.A. Officer/Director	Examiner	OK
<input type="checkbox"/>	Change of Registered Agent	Operator	OK
<input type="checkbox"/>	Dissolution/Withdrawal	Operator	OK
<input type="checkbox"/>	Merger	Verifier	OK
<input type="checkbox"/>	Acknowledgement	Operator	OK
<input type="checkbox"/>	Over	Operator	OK

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*00789, 00664, 00672

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 DEC -3 AM 11:15
DIVISION OF CORPORATION

December 2, 1997

Lazarus Corporate Industries, Inc.
890 S.W. 87 Avenue
Suite 16
Miami, FL 33174

SUBJECT: A & V ANDES FREIGHT FORWARD, INC.
Ref. Number: P96000082936

We have received your document for A & V ANDES FREIGHT FORWARD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 397A00056941

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
A & V Andes Freight Forward, Inc.

(present name)

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: (Indicate article number(s) being amended, added or deleted)

See Attached Schedule.

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A & V Andes Freight Forward, Inc.

D E L E T E D :

Article V: Registered Agent:
Jose R Campa Sr.

Article VI: Names and Street Addresses of the incorporating:
Jose R Campa Sr.
Teresa R Barquin.

Article VII: Street Address of the Office of this Corporation:
555 N E 15 St. Suite E 12 Miami Fl 33132.

Article VIII: Directors:

Mr. Alejandro Lorenzo	President
Mrs. Veronica Pulley.	Secretary

A D D E D :

Article V: Registered Agent:
Felix C Garcia
10750 S W 24th St Miami Fl. 33165.

Article VI: Names and Street Address of the incorporating:
Mrs. Veronica Pulley President Secretary.
1198 W 23rd Street Hialeah Fl 33010.
Ms. Paola Vivas Vice President.
1198 W 23rd Street Hialeah Fl 33010.
Mr. Julio Delcioppo Treasurer
1198 W 23rd Street Hialeah Fl 33010.

Article VII: Street Address of the office of this Corporation:
1198 W 23rd Street Hialeah Fl 33010.

Article VIII: Directors:

Mrs. Veronica Pulley	President Secretary	34.00	Common Shares
Ms. Paola Vivas	Vice President	33.00	Common Shares
Mr. Julio Delcioppo	Treasurer	33.00	Common Shares

THIRD: The date of each amendment's adoption: Nov 26 1997

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.

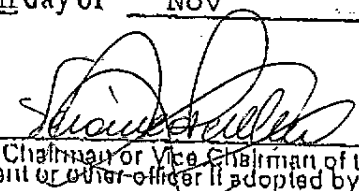
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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 26th day of Nov, 19 97

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

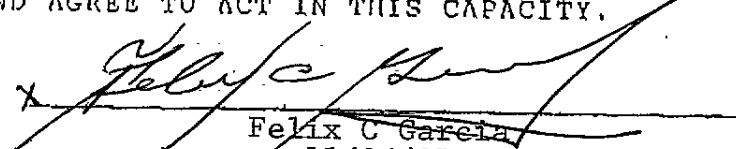
(By an incorporator if adopted by the incorporators)

Mrs. Veronica Pulley
President

Typed or printed name

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


Felix C. Garcia
11/26/97
DATE