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February 3, 1998

CERTIFIED MAIL #P 233 224 286
RETURN RECEIPT REQUESTED

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: Global Express Corp.

Dear Sirs:

Enclosed are the Articles of Amendment of the Articles of
Incorporation for Global Express Corp. and a check in the
amount of \$87.50 in payment of the following:

\$35.00	-	Filing Fee;
<u>\$52.50</u>	-	Certified Copy of the
		Articles of Amendment
\$87.50		

Your prompt return of the certified copy of the Articles of
Amendment to my attention at the above address will be
appreciated.

Sincerely,

Thomas J. Skola

TJS:Bb
enclosure

136569_1

Reply To:

Thomas J. Skola
(305) 260-1014
tskola@becker-poliakoff.com

600002424126--1
-02/06/98-01119-004
*****87.50 *****87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 11:52

N.C.
02-09-98
CC

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLOBAL EXPRESS CORP.,
A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98FEB-6 AM 11:52

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

1. Article 1 of the Articles of Incorporation of Global Express Corp., a Florida corporation, is hereby amended to read as follows:

"Article I"

NAME

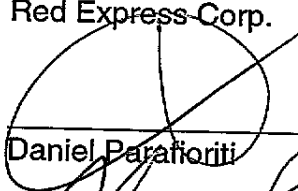
The name of the corporation is :

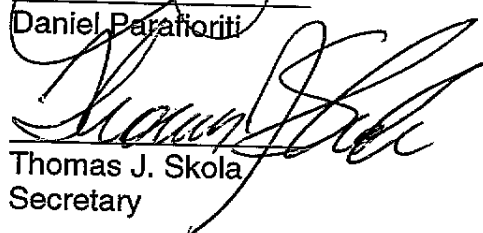
Red Express Corp.

2. The foregoing amendment is made and adopted as of the date hereof by the sole shareholder and all of the directors of the corporation pursuant to a Unanimous Consent Action, a copy of which is attached hereto.

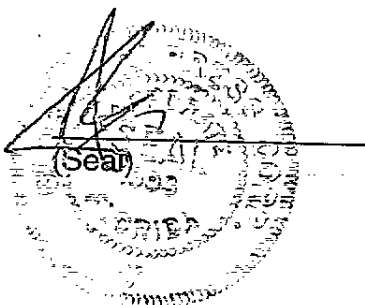
IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment as of this 2nd. day of February, 1998.

Red Express Corp.


Daniel Parafioriti


Thomas J. Skola
Secretary

ATTEST:



STATE OF FLORIDA)
) SS
COUNTY OF DADE)

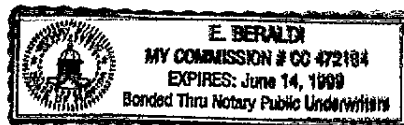
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Thomas J. Skola, known to me and known by me to be one of the persons who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3rd day of February, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES :

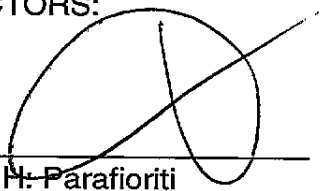


**CONSENT ACTION OF THE SOLE SHAREHOLDER
AND ALL DIRECTORS OF
GLOBAL EXPRESS CORP.**

The undersigned, being the sole shareholder and all of the directors of Global Express Corp., a Florida corporation, do hereby adopt the Articles of Amendment to the Articles of Incorporation of Global Express Corp., dated as of February 2, 1998, in which the name of the corporation is changed to "Red Express Corp."

DATED this 2nd day of February, 1998

DIRECTORS:


Daniel H. Parafioriti


Ricardo A. Giacchino

SOLE SHAREHOLDER:

Red Express Ltd.

By: 
