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August 21, 1997

VIA U.S. MAIL DELIVERY

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

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-08/25/97--01039--010
*****35.00 *****35.00

RE: AAA International Freight Forwarding Group, Inc.

Dear Madam/Sir,

Enclosed herewith are the Articles of Amendment to Articles of Incorporation for the above-referenced Florida corporation to be filed with your office. Also enclosed is the required \$35.00 fee.

If you need further assistance, please call the undersigned at the above-noted number.
Thank you.

Very truly yours,

MARK L. ROSEN, P.A.


Mark L. Rosen

MLR/cyp
Enclosure

CC: Carlos Gutierrez

Amend

V8 SEP 3 1997

FILED
97 AUG 25 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

AAA INTERNATIONAL FREIGHT FORWARDING GROUP, INC.

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

Article V of the Articles of Incorporation which states:

The name(s) and street address(es) of the officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Carlos H. Mendez, President 10566 N.W. 51st St.
Miami, Fl 33178.

Miriam Muniz, Vice-President 13832 S.W. 22 Terrace
Miami, Fl 33175

is duly amended to state the following text:

The name(s) and street address(es) of the officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Carlos H. Mendez, President 10566 N.W. 51st St.
Miami, Fl 33178.

Guillermo P. Roldan, Secretary 10011 SW 147th Place
Miami, Fl 33196

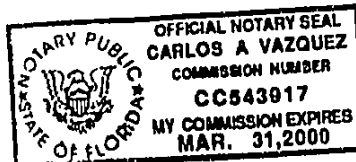
The Date of the Amendment's adoption is 8-12, 1997

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 12 day of August, 1997

Signature Carlos H. Mendez, President

Prepared by:
Mark L. Rosen
Mark L. Rosen, P.A.
1380 NE Miami Gardens Drive, #246
N. Miami Beach, Florida 33179



Sworn to and subscribed before me this 12 day of August, 1997
by: Carlos H. Mendez
Signature of Notary Public [Signature]
Notary's Name, Printed, Stamped or Typed
Personally Known: X or Produced ID:
Type of ID produced

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SECRETARY OF STATE
TALLAHASSEE FLORIDA