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August 21, 1997

VIA U.S. MAIL DELIVERY

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

RE: AAA International Freight Forwarding Group, Inc.

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

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

VS SEP 3 1997

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

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

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

Sworn to and subscribed before me this 12 day of August 19 97
by: Carlos H. Mendez
President
Signature of Notary Public

Notary's Name, Printed, Stamped or Typed
Personally Known: ✓ or Produced ID__
Type of ID produced________

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
CARLOS A VAZQUEZ
COMMISSION NUMBER
CC543917
MY COMMISSION EXPIRES
MAR. 31,2000

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