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To: Division of Corporations
Fax Number : (850)922-4000

From: Account Name : FAS-T CORP. AGENTS, INC.
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BASIC AMENDMENT

A-EXPRESS INTERNATIONAL GROUP CORP.

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Amendment

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
A - EXPRESS INTERNATIONAL GROUP CORP.

FIRST: Article VI - The names and post office address of each member of the Board of Directors are amended to read as follows:

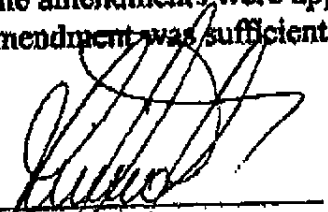
<u>President</u>	<u>Vice President</u>	<u>Secretary</u>
Julian Rivas 5701 NW 79 Av Miami, FL 33166	Ricardo Riveros 5701 NW 79 Ave Miami, FL 33166	Milciades Neira 5701 NW 79 Ave Miami, FL 33166

SECOND: Article IV - The shareholders of the Corporation shall have preemptive right because of their share-holding to have first offered to them any part of the presently authorized Common Stock, 500 shares \$ 1.00 par value.

Julian Rivas 34%
Ricardo Riveros 33%
Milciades Neira 33%

The amendments were adopted on July 2nd, 1999

The amendments were approved by the shareholders and the number of votes cast for the amendment was sufficient for approval


Milciades Neira
Secretary

Signed this day 2nd of July, 1999.

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