CARLOS E. GARCIA

CERTIFIED PUBLIC ACCOUNTANT

11430 N. KENDALL DRIVE

SUITE 225

MIAMI, FLORIDA 33176

TEL (305) 279-7201

FAX (305) 596-9533

Secretary of State
Division of Comporation
P.O Bol 63 7
Tallahastoe, L 52314

300002370823--0 -12/12/97-01073-009 *****35.00 *****35.00

RE: Rail Connection Transport, Inc.

P97000014291

Dear Sirs:

Please find enclosed an original Article of Amendment of the above referenced corporation along with a check for \$35.00.

Any correspondence should be forwarded to:

Rail Connection Transport, Inc. 15601 S.W. 137th Avenue Suite 215 Miami, Florida 33177 Attn: Mr. John Orta III, President

Respectfully,

Carlos E. Garcia. C.P.A.

97 DEC 12 AN II: 38
SECRETARY OF STATE
ALLAHASSEF FINBLA

amend

Del 12/16

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

97 DEC 12 AN 11: 33
TALLAHASSEE, FLORIOS

OF

Rail Connection Transport, 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)

Article being Amended is:

Article V Officers Directors - Should read as follows

Mr. John E. Orta III P/T/S/D 15601 S.W. 137th Avenue Suite 215 Miami, Florida 33177

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:

THIRD: The	date of each amendment's adoption: November 19, 1997
FOURTH: A	doption of Amendment(s) (CHECK ONE)
10	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.
Sign	ned this day 19th of November , 19 97
Signature X	(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 OR
	(By an incorporator if adopted by the incorporators)
	Mr. John E. Orta III Typed or printed name
	President
	Title