CHUCK MOGBO, P.A.

Certified Public Accountant

Suite 124 2331 North State Road 7 Lauderhill, Florida 33313 Tel (954) 739-4669 Fax (954) 739-0889

P97000017297

December 30, 1998

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

Dear Sirs,

RE: CARIBBEAN EXPRESS SHIPPING COMPANY INC.

Enclosed is a check for \$43.75 and Articles of Amendment to Articles of Incorporation. Please process this request accordingly.

If you need additional information, please contact me at the above address or by telephone (954) 739-4669.

Respectfully Yours,

Chuck Mogbo, P.A.

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SECRETARY OF STATE
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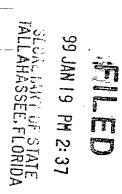
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	CARIBBEAN EXPRESS SHIPPING COMPANY, INC.		
	(present name)		
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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 VIII - SEE ATTACHED



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: 12-30-98.			
FOURTE	H: Adoption of Amendment(s) (CHECK ONE)			
	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 byvoting group			
X	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.			
	Signed this 30TH day of DECEMBER , 1998 .	-		
Signature				
	(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	•		
	(By an incorporator if adopted by the incorporators)			
	CHIJIOKE AZUOGU Typed or printed name			
	PRESIDENT/DIRECTOR			
	Title			

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ARTICLES OF AMENDMENT

OF

CARIBBEAN EXPRESS SHIPPING COMPANY, INC

The undersigned director(s) for the purpose of amending a corporation under the Florida General Business Corporation Act, hereby adopt(s) the following Articles of Amendment.

ARTICLE VIII OFFICERS/DIRECTORS

[ADD]
DAWN LAMBERT/V. PRESIDENT/TREASURER
2221 N.W. 60TH TERRACE
SUNRISE, FL. 33313