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A PROFESSIONAL ASSOCIATION

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P97000049773
February 24, 1998

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Atlas Freight Systems Corp.*

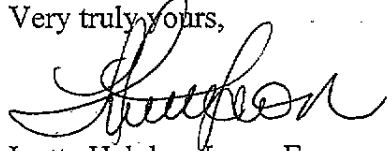
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Dear Ms. Harvey:

Enclosed please find the Certificate of Amendment of Articles of Incorporation of
ATLAS FREIGHT SYSTEMS CORP. Please process as soon as possible.

We have also enclosed a check in the amount of \$35.00 for filing fees. Should you
require any further information, please do not hesitate to contact our offices.

Very truly yours,



Ivette Halphen Leon, Esq.

:IHL

Enclosure

Name Availability	P97000049773
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ATLAS FREIGHT SYSTEMS CORP.

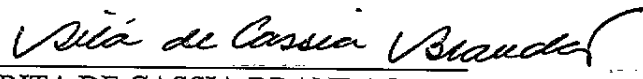
Rita De Cassia-Brandao, as President and Patricia Ferraz Fuchs, as Vice-President of Atlas Freight Systems Corp. (the "Corporation"), hereby certify that all of the Directors and all of the Shareholders of the Corporation adopted a resolution by unanimous written consent on the 6th day of February, 1998, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

"ARTICLE I

The name of the Corporation shall be Atlas
C. Line, Inc.."

IN WITNESS WHEREOF, RITA DE CASSIA-BRANDAO and
PATRICIA FERRAZ FUCHS executed this Certificate the 6th day of
February, 1998.

(Corporate Seal)



RITA DE CASSIA-BRANDAO
President



PATRICIA FERRAZ FUCHS
Vice-President

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