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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RIO DE JANEIRO CARGO, INC.
AUDIT NUMBER.....H97000020891
DOC TYPE.....BASIC AMENDMENT
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
RIO DE JANEIRO CARGO, INC.**

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:
AMENDMENT ADOPTED:**

1 - THE NEW NAME FOR THIS CORPORATION WILL BE:

TRAFFIC CARGO, INC.

PRINCIPAL & MAILING ADDRESS:

8429 NORTH WEST 68TH STREET

MIAMI, FLORIDA 33166

PHONE: (305) 717-3393 / FAX: (305) 717-3437

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: DECEMBER 10TH 1997.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 10TH DAY OF DECEMBER, 1997.

RIO DE JANEIRO CARGO, INC.

BY: _____

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: **JOAO R. BARUSCO**

Title: **INCORPORATOR / DIRECTOR**

H97000020891

PREPARED BY: **GUILLERMO UBIETA, JR.,**
8045 NORTH WEST 36TH STREET SUITE 525, MIAMI, FL. 33166 (305) 597-4511

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