

P 97000057697

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

January 11, 2000

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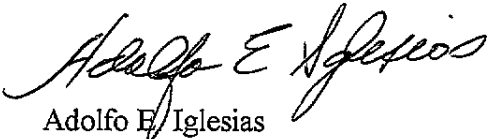
Please find the information requested on the letter of instruction;

Any correspondence should be mailed to:

Lord & Iglesias Accounting Services, Inc.
13501 S.W. 128th Street
Miami, Florida 33186

I am the registered agent of the corporation. Please, do not hesitate to call me should you need further assistance. My telephone number is: 305 254-1099.

Best regards;


Adolfo E. Iglesias

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
VENEX TRANSPORTATION LOGISTICS INC.**

Venex Transportation Logistics, INC., a Corporation of the State of FLORIDA whose registered office is located at 8282 N.W. 66th STREET, MIAMI FL 33166, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on Dec. 30, 1999, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that **ARTICLES II, IV, & IX** of the Articles of Incorporation are to be amended to read as follows:

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7951 West 34th Court, HIALEAH, FL 33018 and the mailing address is the same.

ARTICLE IV - BOARD OF DIRECTORS

The name of the member of directors of the Corporation's Board of Directors is:

Ruggiero Suppa

ARTICLE IX - OFFICERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of officers of the Corporation shall

President: Ruggiero Suppa
(Owner of 80% of all shares)
Cumboto Sur Edf. Siracusa
Apto.# 2-A, Puerto Cabello
Estado Carabobo, Venezuela

Vice-President: Ruggiero Suppa
Cumboto Sur Edf. Siracusa
Apto.# 2-A, Puerto Cabello
Estado Carabobo, Venezuela

Secretary: Ruggiero Suppa
Cumboto Sur Edf. Siracusa
Apto.# 2-A, Puerto Cabello
Estado Carabobo, Venezuela

Treasurer: Angela Gomez
(Owner of 20% of all shares)
Ave. Romulo Gallegos
Edf. Pascal
Torre A. Oficina 73-A
Santa Eduvigis
Caracas, Venezuela

The number of votes cast by the shareholders was sufficient for approval.

This amendment was adopted on December 30, 1999.

Signed on December 30, 1999

Signature  _____

Elena Martinez
Printed Name

Vice-President/Secretary
Title