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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: H.A.M. LATIN AMERICA, INC.
AUDIT NUMBER.....H98000002039
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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H98000002039

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
H. A. M. LATIN AMERICA, INC.
P97000075460

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

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TALLAHASSEE, FLORIDA

FIRST:
AMENDMENT ADOPTED:

I -- THE NEW NAME FOR THIS CORPORATION IS:

MASTER EXPRESS, INC.

PRINCIPAL & MAILING ADDRESS:
4815 NORTH WEST 79TH AVENUE SUITE NO. 6 MIAMI, FLORIDA 33166

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: JANUARY 29TH 1998.

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.

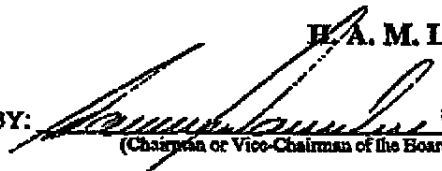

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY: _____

(Voting group)

SIGNED THIS 29TH DAY OF JANUARY, 1998.

H. A. M. LATIN AMERICA, INC.

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

Typed or printed name: MAURICIO PAOLUCCI / MARLI ALMEIDA
Title: INCORPORATOR \ DIRECTORS

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

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