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Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

FILED
98 OCT 29 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami, October 26, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314

Gentlemen:

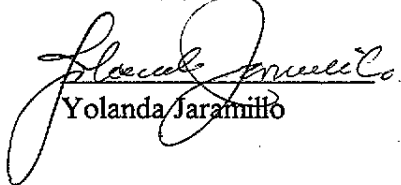
Enclosed please find ch., in the amount of \$ 35.00 dollars and the copy of the amendment of
Articles of Incorporrtion of:

AIR & SEA TRADERS, INC.

700002675737--0
-10/29/98--01067--005
*****35.00 *****35.00

If you have any questions regarding this matter, please do no hesitate to contact us.

Sincerely yours:


Yolanda Jaramillo

VS NOV 5 1998
Amend

**FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
AIR & SEA TRADERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the Stockholders of AIR & SEA TRADER, INC. a Florida Corporation under its corporate seal and the hand of its President , Luis A. Caceres, hereby certify as follows:

CLAUSE I

That all the Shareholders of AIR & SEA TRADERS, INC. in response to a call and notice of meeting, held on September 08, 1998, at 8323 n.w. 68 Street, Miami, Fl. 33166, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles I, VII and VIII of Incorporation to read as follow:

**ARTICLE I
NEW ADDRESS AND REGISTERED AGENT**

The new Address and registered Agent of the corporation will be:
8323 N.W. 68 Street, Miami, Florida 33186, The new Resgistered Agent, Jorge M. Ayala,
located at the same address.

**ARTICLE VII, AND VIII
NEW BOARD OF DIRECTOR AND SHARES**

Upon motion duly made, was unanimously approved that ASTRID URIBE, resigned as director from the Board of Directors of the Corporation, transferring her 100% shares participation to Jorge M. Ayala..

The Capital Stock of the corporation consists of 100 shares of \$ 10.00 dollar per value.

Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
JORGE M. AYALA	8323 N.W. 68 STREET	100%
President /Secretary	Miami, Fl. 33166	

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day September 8, 1998, at Miami, Florida.-----

AIR & SEA TRADERS, INC.

A Florida Corporation.

A handwritten signature in dark ink, appearing to read "Jorge M. Ayala", is written over a horizontal line.

JORGE M. AYALA

President

**CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1.- The name of the corporation is:

AIR & SEA TRADERS, INC.

2.- The name of the address of the registered agent and office is:

JORGE M. AYALA
8323 N.W. 68 STREET.
Miami Beach, Fl. 33166

Signature: 
JORGE M. AYALA
PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JORGE M. AYALA
REGISTERED AGENT