

Division of Corporations

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BASIC AMENDMENT

LENO TRANSPORTATION, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LENO TRANSPORTATION, INC.**

The undersigned, James Leno, being President of Leno Transportation, Inc., a Florida corporation (the "Corporation"), incorporated February 9, 1998, under Document No. P98000012787, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation, as amended (such Articles, as amended through the date hereof, the "Articles of Incorporation"), are hereby further amended as follows:

1. Article II of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 6600 N.W. 27th Avenue, Suite 119, Miami, Florida 33147."

2. Article V of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE V: CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is Twenty Thousand (20,000), consisting of (i) Ten Thousand (10,000) shares of Class A common stock, each share having a par value \$1.00 (the "Class A Shares"), and (ii) Ten Thousand (10,000) shares of Class B common stock, each share having a par value \$1.00 (the "Class B Shares"). The Board of Directors may authorize the issuance of such capital stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. This Article V shall not be amended without the prior written approval of all of the shareholders of the Corporation, irrespective of class.

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CLASS A SHARESA. Voting Rights.

(i) In General. Except as otherwise provided by law and subject to subsection (ii) of this Section A and subsection (ii) of Section A of the "Class B Shares" section of this Article V, each Class A Share shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of the shareholders of the Corporation.

(ii) Directors. Unless otherwise required by law, the holders of Class A Shares shall be entitled to select two (2) members of the Board of Directors (the "Class A Members"). Such Class A Members shall be elected at the meeting of the shareholders (or pursuant to written action of the shareholders in lieu of a meeting) at which or pursuant to which the other members of the Board of Directors are elected. A Class A Member may not be removed at any time, without cause, other than by persons holding a majority of the outstanding shares of Class A Shares, pursuant to a meeting of the holders of the Class A Shares, or pursuant to written action held in lieu of such meeting. In the event that a Class A Member resigns, is removed or otherwise ceases to be a member of the Board of Directors, the holders of the Class A Shares shall be entitled to designate a successor, such designation to be effected pursuant to a meeting of the holders of the Class A Shares (or a written action in lieu of such meeting).

B. Dividends and Distributions. The holders of Class A Shares shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board of Directors, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

C. Other Rights and Limitations of Class A Shares. Except as otherwise provided by law and subject to subsection (ii) of Section A of the "Class B Shares" section of this Article V, the powers, preferences and relative, participating, optional and other rights of the Class A Shares, and the qualifications, limitations or restrictions thereof, if any, shall be identical to those powers, preferences and relative, participating, optional and other special rights of Class B Shares, and the qualifications, limitations or restrictions thereof.

CLASS B SHARESA. Voting Rights.

(i) In General. Except as otherwise provided by law and subject to subsection (ii) of this Section A and subsection (ii) of Section A of the "Class A

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Shares" section of this Article V, each Class B Share shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of the shareholders of the Corporation.

(ii) Directors. Unless otherwise required by law, the holders of Class B Shares shall be entitled to select three (3) members of the Board of Directors (the "Class B Members"). Such Class B Members shall be elected at the meeting of the shareholders (or pursuant to written action of the shareholders in lieu of a meeting) at which or pursuant to which the other members of the Board of Directors are elected. A Class B Member may not be removed at any time, without cause, other than by persons holding a majority of the outstanding shares of Class B Shares, pursuant to a meeting of the holders of the Class B Shares, or pursuant to written action held in lieu of such meeting. In the event that a Class B Member resigns, is removed or otherwise ceases to be a member of the Board of Directors, the holders of the Class B Shares shall be entitled to designate a successor, such designation to be effected pursuant to a meeting of the holders of the Class B Shares (or a written action in lieu of such meeting).

B. Dividends and Distributions. The holders of Class B Shares shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board of Directors, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

C. Other Rights and Limitations of Class B Shares. Except as otherwise provided by law and subject to subsection (ii) of Section A of the "Class A Shares" section of this Article V, the powers, preferences and relative, participating, optional and other rights of the Class B Shares, and the qualifications, limitations or restrictions thereof, if any, shall be identical to those powers, preferences and relative, participating, optional and other special rights of Class A Shares, and the qualifications, limitations or restrictions thereof."

3. Article VI of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE VI: INDEMNIFICATION

This Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this Corporation to the fullest extent permitted by law."

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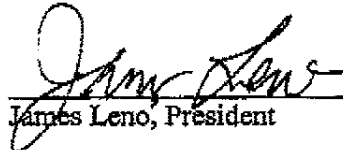
4. Article VIII of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE VIII: NUMBER OF DIRECTORS

The Corporation shall have five (5) directors. The number of directors may be increased or decreased from time to time as determined by a unanimous vote of the shareholders, irrespective of class. This Article VIII shall not be amended without the prior written approval of all of the shareholders of the Corporation, irrespective of class."

The foregoing amendments of the Articles of Incorporation of the Corporation has been duly and unanimously authorized, adopted and approved by the Board of Directors and shareholders of the Corporation by Joint Unanimous Written Consent thereto dated as of April 14, 2004. All other provisions of the Articles of Incorporation of the Corporation, as amended, shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforesated as of the 15th day of April, 2004, on behalf of the Corporation.


James Leno, President