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STATE DIVISION OF CORPORATIONS
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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: SHALOM TRUCKING, INC.
AUDIT NUMBER.....H98000004564
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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Amendment
3/17/98
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3/09/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 9, 1998

SHALOM TRUCKING, INC.
20185 E. COUNTRY CLUB DR. #610
AVENTURA, FL 33180

SUBJECT: SHALOM TRUCKING, INC.
REF: P98000016784

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ALL ARTICLES BEING AMENDED MUST APPEAR UNDER "FIRST" IN THE ARTICLES OF AMENDMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004564
Letter Number: 598A00012721

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

SHALOM TRUCKING, INC.
20185 E. COUNTRY CLUB DR. #610
AVENTURA, FL 33180

SUBJECT: SHALOM TRUCKING, INC.
REF: P98000016784

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PLEASE DELETE THE FOLLOWING FROM SECTION ENTITLED FIRST: AMENDMENT ADOPTED: EXCHANGE ---- Delete, 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 follows:

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004564
Letter Number: 198A00012973

1798 00000 4564

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHALOM TRUCKING, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation,

FIRST: Amendment adopted: Exchange
Article VII
Article VIII

Article VII NEW BOARD OF DIRECTORS

Directors.

NAME	ADDRESS
Mario T. Carvalho President - Treasurer	20185 E. Country Club Dr# 610 Aventura, FL 33180
Elmo Ronaldo T De Carvalho Vice-President	2000 Island Blvd # 809 North Bay Village, FL 33160
Jesiel Jose Do Nascimento Secretary	7601 E. Treasure Dr # 1105 North Bay Village, FL 33141

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Ste 207
MIAMI, FL 33134
TEL: (305) 265-1566

1798 00000 4564

H98000004564

ARTICLE VIII SUBSCRIBERS

NAME	ADDRESS	SHARES
Agromar U.S.A. Inc	20185 E Country Club Dr#610 Aventura, FL 33180	34%
J.N. Alpha, Inc	7601 E Treasure Dr # 1105 North Bay Village, FL 33141	33%
Elmo R. T. De Carvalho	2000 Island Blvd #309 Aventura, FL 33160	33%

SECOND: The date of each amendment's adoption March 10, 1998

THIRD: Adoption of Amendment

(X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

() The amendment was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment:

"The number of votes cast for the amendment was/were sufficient for approval by Mario T. Carvalho & Jesiel Jose Do Nascimento.

() The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.

() The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10 day of March , 1998.

Signature


Mario T. Carvalho
President

Signature


Jesiel Jose Do Nascimento
Secretary

H98000004564