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DIVISION OF CORPORATIONS

BASIC AMENDMENT
AEROGROUND INTERNATIONAL, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$43.75

Amendment
11/22/02

November 22, 2002

AEROGROUND INTERNATIONAL, INC.
7200 N.W. 19TH STREET, SUITE 308
MIAMI, FL 33126

SUBJECT: AEROGROUND INTERNATIONAL, INC.
REF: P98000018630

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.

Only an attorney-in-fact can sign on behalf of an officer or director. Please have Joaquin Ricardo Martinez to sign the document unless he has an attorney-in-fact to sign for him.

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If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

AEROGROUND INTERNATIONAL, INC.,
a Florida corporation

The undersigned, being the Director of Aeroground International, Inc., a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article 6 of The Articles of Incorporation of the Corporation are hereby modified to provide that effective as of the date of this Amendment Joaquin Ricardo Martinez has been appointed President of this corporation. Furthermore, effective as of the date of this Amendment, Carlos Arturo Nates been appointed as Vice President of the Corporation and that as of the date of this Amendment, the name and street address of the Directors and Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Joaquin Ricardo Martinez	7200 N.W. 19 th Street, #308 Miami, FL 33126	Director/President
Carlos Arturo Nates	7200 N.W. 19 th Street, #308 Miami, FL 33126	Vice President

3. The date of each Amendment's adoption: November 21, 2002

4. This amendment was adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

5. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Shareholders, Directors and Officers of the Corporation and their respective legal representatives, heirs, successors and assigns.

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IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation,
has hereunto set his hands and affixed the Corporation's seal this 22 day of November,
2002.



Joaquin/Ricardo Martinez, Director and President
By: Robert R. Adams, Esq., as Attorney-in-Fact

[Corporate Seal]

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