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DIVISION OF CORPORATIONS

BASIC AMENDMENT
FREETIME TRANSPORT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN -8 AM 10:58

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FREETIME TRANSPORT, INC.

(Present name)

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

June 07th, 2001

First : Amendment(s) adopted: AMENDED.

ARTICLE I - NAME: MARLINS TRUCKING, INC.

ARTICLE V - OFFICERS

ARTICLE VI - DIRECTORS.

Second : Amendment(s): ADDED.

ARTICLE XVI - SHAREHOLDERS

Third: The date of Adoption of the Amendments.

Fourth: Adoption of Amendments.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000072139 8**First: Articles Amended****ARTICLE I - NAME**

The NEW name of this corporation is **MARLINS TRUCKING, INC.**

ARTICLE V - OFFICERS

The initial President, Gabriel Carlo Lucas Leite, is no longer part of the board of directors of this Corporation. This Corporation now has one (1) Officer. The name and post office address of the officers, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Fabiana Lusimar da Costa Pereira President	2338 NE 26TH STREET Ft. Lauderdale, FL 33305

ARTICLE VI - DIRECTORS

The initial Director, Gabriel Carlo Lucas Leite, is no longer part of the board of directors of this Corporation. This Corporation now has one (1) Director. The name and post office address of the officers, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Fabiana Lusimar da Costa Pereira President	2338 NE 26TH STREET Ft. Lauderdale, FL 33305

Second: Article Added**ARTICLE XVI - SHAREHOLDERS**

This corporation now has one (1) Shareholder. The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

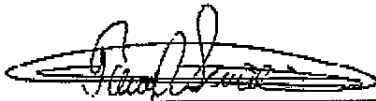
NAME	ADDRESS	SHARES
FREETIME IMPORTADORA & COMERCIO, LTDA	Av. N. S. Copacabana, 1133 Lj 109 Rio de Janeiro, RJ - Brazil, 20000	100%

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Third: The date of adoption of the amendments.
The date of adoption of the amendments was 05/07/2001.

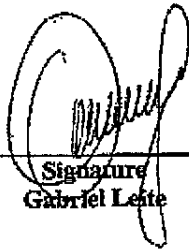
Fourth: Adoption of Amendment.
The Amendments were adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 07th day of June, 2001.



Signature
Fabiana Lusimar da Costa Pereira
President

The resigning officer of this corporation, resigning on this date, is:



Signature
Gabriel Leite