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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMERICAN TRANSPORT GROUP, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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4-16-99

Examiner's Initials

CE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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99 APR 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICAN TRANSPORT GROUP, INC.

(present name)

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(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE FIVE: DIRECTORS

THE DIRECTORS OF THE CORPORATION SHALL BE:

PRESIDENT: SOL ANGEL OLIVA 142 EAST 15TH STREET
HIALEAH, FL 33010

VICE-PRESIDENT: EUSEBIO OLIVA 142 EAST 15TH STREET
HIALEAH, FL 33010

THE RESIDENT AGENT OF THE CORPORATION SHALL BE:

SOL ANGEL OLIVA 142 EAST 15TH STREET
HIALEAH, FL 33010

SECOND: 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:

THIRD: The date of each amendment's adoption: 3/26/1999

FOURTH: Adoption of Amendment(s) (check one)

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

The amendment(s) 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(s):

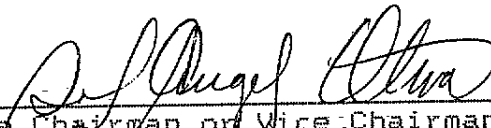
"The number of votes cast for the amendment(s)
was/were sufficient for approval by _____

(voting group)"

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

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

Signed this 26 day of March, 1999

Signature 

(By the Chairman or Vice Chairman of the
Board of Directors, President or other
officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the
incorporators)

SOL ANGEL OLIVA

Typed or Printed name

PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACCT IN THIS CAPACITY.

A handwritten signature in cursive script, appearing to read "Paul August Stern", is written over a horizontal line.

03/26/1999
DATE