P98000093683

Bristol Cargo, Inc. 7392 NW 35th Terrace Miami, Florida 33122 Tel: (305) 717-6090 Fax: (305) 717-6099

December 4th, 1999

Amendments Section Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314 Tel: (850) 487-6050

Re: Amendment to Articles of Incorporation of Bristol Cargo. Inc.

Dear Sir or Madam,

Enclosed please find the required documentation to process the desired name and principal office address change for our company. We have enclosed a check in the amount of \$43.75 which covers the \$35.00 fee for an articles amendment and desired certified copy fee of \$8.75 as per your fee schedule at your website.

We would appreciate your prompt and professional attention to this matter. Should you have any questions please contact our Controller, William Cuervo or his assistant Mimi Ten at (305) 717-6090.

Very truly yours,

Saul Maia President 400003078034--6 -12/22/99--01062--008 *****43.75 *****43.75

amend. & N/c



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 7, 2000

SAUL MAIA BRISTOL CARGO, INC. 7392 NW 35TH TERRACE MIAMI, FL 33122

SUBJECT: BRISTOL CARGO, INC. Ref. Number: P98000093683

We have received your document for BRISTOL CARGO, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 200A00000834

Bristol Cargo, Inc.

7392 NW 35th Terrace, Suite 202 Miami, Florida 33122 Tel: (305) 717-6090 Fax: (305) 717-6099

January 29, 2000

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

Ref: Modification to Earlier Request for Corporate Name Change

Dear Sir or Madam,

On December 4th, 1999 we remitted Articles of Amendment, Written Consent to Action in lieu of a Meeting of the Board of Directors and Shareholders of Bristol Cargo, Inc. requesting a name change to Bristol Holdings, Inc. Apparently the name had already been taken, but we were not notified if we wanted to select another name. In addition the Division of Corporations, cashed our check number 0140 in the amount of \$43.75.

At this time, we are submitting a new set of documents for the name of the corporation to be changed to Bristol Companies, Inc. We would greatly appreciate your prompt processing of said request.

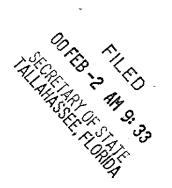
Should you have any difficulties in processing our request please do not hesitate to contact me at (305) 717-6090.

Very truly yours,

Accountant

OOFEB-2 AM 9: 08
DIVISION OF CORPORATIONS





Pursuant to the provisions of Section 607.1001 of the Florida Statues, Bristol Cargo, Inc., a

Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLES 1- ADOPTION AND TEXT OF AMENDMENT

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 29th day of January, 2000, in accordance with the provision of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article I of the Articles of Incorporation by written consent dated the 29th, day of January, 2000 in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is true and correct copy of the resolution amending Article I of the Articles of Corporation:

RESOLVED: That Article I of the Articles of Incorporation be amended to read as follows:

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the corporation shall be Bristol Companies, Inc. and its principal office shall be located at 7392 NW 35th Terrace Suite 202, Miami, Florida 33122

DATED this 29th day of January, 2000

Saul Maia, President