P99000010635

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS AMENDMENT SECTION TALLAHASSEE, FLORIDA

700002779207--9 -02/18/99--01050--003 ******43.75 ******43.75

Gentlemen:

Please find attached the Articles of Amendment to Articles of Incorporation required to request a change of name for a corporation.

Cordially,

Jose M. Aguirre 1900 Sunset Harbour Drive - Ar

Miami Beach, FL. 33139

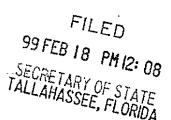
Telephone: (305) 380-2094

Miami Beach February 17, 1999

P.S. Also attached, a check for \$ 43.75 to cover the amendment for and i certified copy of it.

NC

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



NESTOR REYES AIR FREIGHT, 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:

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

ARTICLE 1 - NAME

THE NAME OF THE CORPORATION IS CARIBE AIR FREIGHT, INC. (HEREINAFTER, "CORPORATION").

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: - FEBRUARY 17TH, 1999
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	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
Ŋ	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	
OR	
(By a director if adopted by the directors)	
	OR
	(By an incorporator if adopted by the incorporators)
	JOSE M. AGUIRRE Typed or printed name
	PRESIDENT/Director