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Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami, June 28, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-07/06/99-01129-016
*****35.00 *****35.00

Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

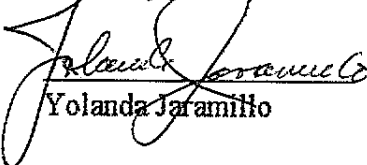
MERCY & NORMAN PRIVATE BUS SERVICE, INC.

Please send the amendment of Articles to the following address:

12360 S.W. 132 Ct #210
Miami, Florida 33186

If you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely yours,


Yolanda Jaramillo

Amerd
7-13-99
DAS

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MERCY & NORMAN PRIVATE BUS SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the Stockholders of MERCY & NORMAN PRIVATE BUS SERVICE, INC. a Florida Corporation under its corporate seal and the hand of its President , Norman Valencia, hereby certify as follows:

CLAUSE I

That all the Shareholders of MERCY & NORMAN PRIVATE BUS SERVICE, INC. in response to a call and notice of meeting, held on June 22, 1999, At 14820 S.W. 138 Terrace, Miami, Fl. 33196, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles: VII, and VIII of Articles of Incorporation to read as follow:

ARTICLES VII, AND VIII
NEW DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that the names of HENRY VALENCIA AND DAVID VALENCIA, were appointed as Vice-President and Treasurer of the Board of Directors.

The Capital Stock of the corporation consists of 100 shares of \$ 10.00 dollars per value. Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
NORMAN VALENCIA President	14820 S.W. 138 Terrace Miami, Fl. 33196	-20%-
HENRY VALENCIA Vice President	14820 S.W. 138 Terrace Miami, Fl. 33196	-51%-

DAVID VALENCIA
Treasurer

14820 S.W. 138 Terrace
Miami, Fl. 33196

- 20%-

MERCEDES L. MORALES
Secretary

14820 S.W. 138 Terrace
Miami, Fl. 33196

- 9%-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day June 22, 1999, at Miami, Florida.-----

MERCY & NORMAN PRIVATE BUS SERVICE, INC.
A Florida Corporation.

Norman Valencia

NORMAN VALENCIA
President

Attested by:

Mercedes L. Morales
MERCEDES L. MORALES
Secretary