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Y & A PROFESSIONAL SERVICE, INC.
12360 S.W 132 CT #210
MIAMI, FLORIDA 33186

Miami, January 13, 00

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

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FILED
00 JAN 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

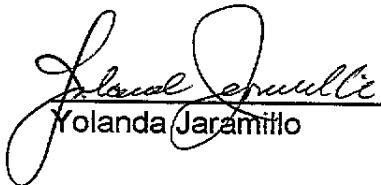
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

MERCY & NORMAN PRIVATE SERVICE, INC.

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

Please send the amendment to the above mentioned address.

Sincerely yours,


Yolanda Jaramillo

Amend

V. SHEPARD JAN 30 2000

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

FILED
00 JAN 21 PM 2:45
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 January 13/00, at 14820 SW 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 VII and VIII of Articles of Incorporation to read as follow:

ARTICLE VII
OFFICERS

Upon motion duly made, it was unanimously approved that HENRY VALENCIA resigned as Vice-President of the Board of Directors.

ARTICLE VIII
SUBSCRIBERS

The new board of directors will read as follows:

Name	Address:	Shares
NORMAN VALENCIA President	14820 SW 138 TERRACE MIAMI, FL. 33196	- 50% -
MERCEDEZ L. MORALES Vice-President/ Secretary	14820 SW 138 TERRACE MIAMI, FL. 33196	-20%-

DAVID VALENCIA
Treasurer

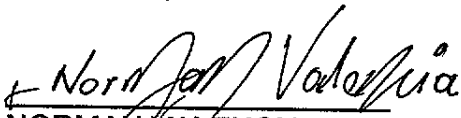
14820 SW 138 TERRACE
MIAMI, FL. 33196

-30%-

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 as, and its Corporate seal to be here unto affixed, on this day January 13, 2000 at Miami, Florida._____

MERCY & NORMAN PRIVATE BUS SERVICE, INC.

Florida Corporation.



NORMAN VALENCIA
President