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

TRANS-WORLD	FREIGHT SYSTEMS, INC.	
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ON OU MAY 12 PM 12: 48

Trans-World Freight Systems, 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_6 Board of Directors: The board of directors will now be as follows: President: Roberto Malca Shares 45%

Vice-President: Jorge L. Loy Shares 45%

Secretary: Martha M. Mediavilla Shares 10%

Treasurer: Roberto Malca

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: 5 - 10 - 00

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 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 <u>11</u> 19 2000 day of May 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) Roberto Malca

Typed or printed name

President - Director

Title