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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: R.R. EXPRESS EXP., INC

AUDIT NUMBER.....H97000009945

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

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TALLAHASSEE, FLORIDA

Amendment
6/17/97
DC

(3)

447000009945

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
R.R.EXPRESS EXP.,INC

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006. FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE NEW SECRETARY WILL BE:
RICARDO C. SOTO

FILED
97 JUN 17 PM 1:46
TALLAHASSEE, FLORIDA

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION:, JUNE 16, 1997

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL. 33132-2221
PHONE (305) 373-6211

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FORTH

ADOPTIONS AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

— THE AMENDMENT(S) WAS /WERE APPROVED BY THE SHAREHOLDERS, THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/ WERE SUFFICIENT FOR THE APPROVAL.

— THE AMENDMENT(S) WAS / WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS JUNE 16, 1997

BY Rolando de Lamare
(INCORPORATOR - PRESIDENT)

Typed or printed name: ROLANDO DE LAMARE
Title :PRESIDENT

PREPARED BY THE LAW OFFICES ALAN S. GLUECK
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MIAMI, FL 33132-2221
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