



ALL – AMÉRICA LATINA LOGÍSTICA S.A.
Corporate Taxpayers' ID 02.387.241/0001-60
Companies Registrar (NIRE) 413.000.19886
Publicly-held Company

**EXTRAORDINARY SHAREHOLDERS' MEETING
SECOND CALL NOTICE**

The shareholders of ALL – América Latina Logística S.A. (the “Company”) are hereby invited, into a second call, to attend a meeting on July 18th, 2006, at 10.00 a.m., at the Company’s headquarters, located at Rua Emílio Bertolini, 100, Bairro Cajuru, ZIP Code 82.920-030, in the city of Curitiba, state of Paraná, in order to deliberate on the following

Agenda:

- (i) To ratify the resolutions taken at the Extraordinary Shareholders’ Meeting held on April 4th, 2006, pursuant to the amendments to articles 5, paragraph 4; 11, paragraph 1; 14; 37, paragraphs 1 and 2; 38, *caput*; 40, item “a”; 43, paragraphs 1 and 2; 44, *caput*; 45, paragraphs 1, 2 and 3; and 48 of the Company’s Bylaws, in compliance with the amendments made by The São Paulo Stock Exchange - Bovespa to the Listing Regulations for its Level 2 Corporate Governance Best Practices;
- (ii) To amend the wording of article 54 of the Temporary Provisions Chapter in the Company’s Bylaws, in order to adjust the share conversion rule and allow a new conversion of common shares into preferred shares; and
- (iii) To approve the consolidation of the Company’s Bylaws in light of the above-mentioned resolutions.

General Information:

In order to attend the Extraordinary Shareholders Meeting called hereby, shareholders or their duly qualified attorneys-in-fact shall file the following documents at the Company’s headquarters no later than 48 hours prior to said meeting, (i) the power of attorney and/or the incorporation and corporate acts referring to their nomination, as the case may be, (ii) the representative’s ID; and (iii) statement of shareholder position issued by the custodian bank. Said documents shall be addressed to the Company’s headquarters, in attention to the Corporate and Project Department.

Curitiba, July 7th, 2006.
Wilson de Ferro de Lara
Chairman of the Board of Directors