Page 1 o

Florida Department of State

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : A 1 A CORPORATE SERVICES, INC.

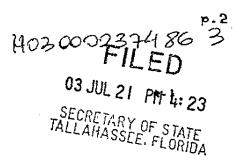
Account Number: I20010000247 Phone : (305) 674-3313

Fax Number : (305) 674-3359

BASIC AMENDMENT

MAXIM IMPORT AUTOS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MAXIM IMPORT AUTOS, INC.

(present same)

P03000074258

(Dactiment Number of Corporation (If known)

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 V:

JOSEPH J LEFFLBINE SR. having an address at 2520 NW 16TH LANE BAY # 2 POMPANO BEACH FL 33064 is hereby added as a Director.

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:

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THIRD: 7	The date of each amendment's adoption: 07-21-03
FOURTH:	Adoption of Amendment(s) (CRECK ONE)
20	The amendment(s) was/were approved by the shareholders. The number of voice cast for the amendment(s) was/were sufficient for approval.
a	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 vaseparately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by (voting group)
Q	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 an shareholder action was not required.
	Signed this 21 day of July Zee3
Signature	
	(B) The Chairman or Vice Chairman of the Board of Directors, President or either afficer if adopted by the phitabolders)
	O R
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	JOSEPH J LEFFLBINE JR. (Typed or printed innec)
	DIRECTOR THIS