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BASIC AMENDMENT

R.J.R. AUTO SALES, CORP.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 4, 2004

R.J.R. AUTO SALES, CORP. 7031 SW 47TE STREET MIAMI, FL 33155

SUBJECT: R.J.R. AUTO SALES, CORP.

REF: P00000039307

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SECRETARY OF STATE FALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

R.J.R. AUTO SALES, CORP.

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)

EFFECTIVE FEBRUARY 01, 2004 RENE HORTA OF 7031 SW 47TH STREET MIAMI FLORIDA 33155 RESIGNS AS 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:

THIRD: THE DATE OF EACH AMENDMENT'S ADOPTION: 02/01/2004

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

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POINT P. OR

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THE AMENDMENTS(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 NUNBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL

BY

(VOTING GROUP)

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

THE AMENDMENT(S) WASIWERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THIS FEBRUARY 01 2004

SIGNATURE

(BY THE CHAIRMAN OR VICE-CHARMAN OF THE BOARD, PRESIDENT OR OTHER OFFICER IF ADOPTED BY THE SHAREHOLD BY THE DIRECTORS)

(BT DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR
(BY AN INCORPORATOR IF ADORTED BY THE INCORPORATORS)

TYPED OF FRINTED NAME)
RODRIGUEZ RODOLEGA PRESIDENT

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