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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

R.J.R. AUTO SALES, CORP.

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Amend @ 11.5.04

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ARTICLES OF AMENDMENTS
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: AMENDMENTS(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

EFFECTIVE NOVEMBER 01 2004, JOAQUIN VELEZ OF 10890 SW 186 STREET BAY#15 MIAMI FLA 33157 IS DESIGNATED PRESIDENT AND RODRIGUEZ, RODOLFO OF 10890 SW 186 STREET BAY#15 MIAMI FLA 33157 RESIGN AS PRESIDENT AND THE NEW PRINCIPAL AND MAILING ADDRESS IS 10890 SW 186 STREET BAY#15 MIAMI FLA 33157

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: 11/01/2004

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

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✓ 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 NUMBER 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) WAS/WERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED

SIGNED THIS NOVEMBER 01 2004.

SIGNATURE

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

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

(TYPED OF PRINTED NAME)
JOAQUIN VELEZ- PRESIDENT

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