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GUERNICA & GONZALEZ

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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November 1, 2000

Department of State
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Modkha, Inc.
Articles of Amendment

Ladies and Gentlemen:

Enclosed please find the Articles of Amendment of Modkha, Inc. and a check for \$ 35 covering the filing fees.

Kindly process the Articles of Amendment and return all resulting documentation to our office.

Sincerely,



Eduardo S. Gonzalez
For the firm

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00 NOV -6 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all
11-14
amend

**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MODKHA, INC.**

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: ARTICLES III & V shall be amended to read as follows:

ARTICLE III CAPITAL STOCK

The authorized capital of this corporation shall consist of five hundred (500) shares of common stock with a par value of \$.01 per share. All 500 shares shall be issued to Simka, S.A. (a Venezuelan company).

ARTICLE V BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be either increased or decreased from time to time but shall never be less than one. Each director shall have one vote. The name and address of the director are as follows:

Rene Khabbaz
Zona Industrial Municipal Norte
Avenida Este - Oeste 5 c/c Norte-Sur 6
Valencia, Estado Carabobo, Venezuela

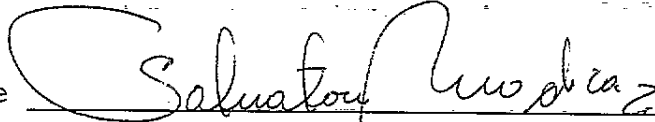
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The effective date of these amendments shall be October 1, 2000.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 31 st. day of October, 2000.

Signature



President and Secretary

SALVATORE MODICA

Typed or printed name

PRESIDENT & SECRETARY

Title