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GUERNICA & GONZALEZ
CERTIFIED PUBLIC ACCOUNTANTS
8180 N.W. 36 STREET, SUITE 230
MIAMI, FLORIDA 33166

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December 18, 2000

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

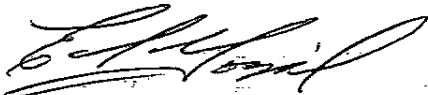
Re: Modkha, Inc.
Articles of Amendment

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

FILED
00 DEC 21 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JAN - 4 2001

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

FILED
00 DEC 21 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: ARTICLE V shall be amended to read as follows:

lue 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 three directors. 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 names and addresses of the directors are as follows:

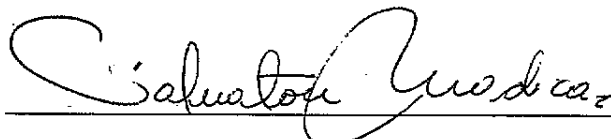
Rene Khabbaz
Susana Khabbaz
Salvatore Modica
Zona Industrial Municipal Norte
Avenida Este - Oeste 5 c/c Norte-Sur 6
Valencia, Estado Carabobo, Venezuela

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 18 th. day of December, 2000.

Signature



Salvatore Modica, President and Secretary