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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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04 APR -5 PM 4:37
DIVISION OF CORPORATIONS

**BASIC AMENDMENT
SMALING CAR SALES CORP.**

FILED
04 APR -5 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/6/04
NIC Amend
38

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED

04 APR -5 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMALING CAR SALES CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit adopts
The following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted; (indicate article number (s) being amended, added or
deleted)

ARTICLES I:

The Company name will be change to read as follows:

SMALING SALES, CORP.

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 No changes

THIRD: The date of each amendment's adoption: April 2, 2004

FOURTH: Adoption of amendment (s) (check one):

..... 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

___X___ The amendment (s) was/were adopted by the Board of Directors without
Shareholders action and shareholder action was not required.

_____ The amendment (s) was/were adopted by the incorporators without
Shareholders action was not required.
FIFTH: That they will be shareholders by entireties.

Signed this April 2, 2004

Signature: _____

(By the Chairman of the Board of Director, President or other Officer if adopted by the shareholders.)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ELIAS VALDEZ

Typed or printed name

CHAIRMAN BOARD OF DIRECTORS

TITLE