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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**BASIC AMENDMENT
SMALING CAR SALES CORP.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 15, 2003

SMALING CAR SALES CORP.
POST OFFICE BOX 420867
MIAMI, FL 33242

SUBJECT: SMALING CAR SALES CORP.
REF: P01000004798

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

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)

ARTICLE III

The name and address of the Registered Agent is:

ELIAS VALDEZ
7300 NW 27TH AVENUE
MIAMI, FL 33147

ARTICLE IV

ELIAS VALDEZ, President, 51% of Shares
7300 NW 27TH AVE.
MIAMI, FL 33147

SMALING P. SALCEDO, Vice-President, 49% of Shares
7300 NW 27TH AVE.
MIAMI, FL 33147

I ACCEPT THE DESIGNATION AS REGISTER AGENT

ELIAS VALDEZ, Signature 

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: *July 12th, 2003*

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 *July 12th*, 2003

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