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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : BERRIZ & GIRALDO P.A.
Account Number : I19990000017
Phone : (305) 485-9300
Fax Number : (305) 485-1098

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01 MAR 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

USA. AMERICAN DEALER, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$35.00 |

AMEND
XRC
3/22
1/2/99

4010000292663
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

USA. AMERICAN DEALER, INC.

(Present name)

Pursuant to the provisions of action 607.1006, Florida Statutes, this Florida profit corporation 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 VI OFFICERS & DIRECTORS

WENCESLAO G DUQUE
JOSE ERARDO COLOMER

PRESIDENT
VICEPRESIDENT

CHANGE:

JOSE ERARDO COLOMER

SECRETARY

ADD:

CARLOS ENRIQUE COLOMER

VICEPRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

Ximena Mendonça
4080 SW 84 AV.
Miami, FL 33155
305-4859300

4010000292663

THIRD: The date each amendment's adoption: 3-22-01.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

X- 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 22 day of March 2001

Signature _____

(By the chairman or vice chairman of the board of directors,
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)

Jose Erardo Colomer
Typed or printed name

Vicepresident
Title

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