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AYRTON CARS CORP.
3601 NW 37 CT
MIAMI FL 33142

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

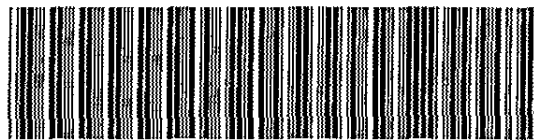
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN -9 AM 9:33

FILED

Amend
T. Lewis 1/15/03

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AYRTON CARS, CORP.**

FILED
03 JAN -9 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL TWO DIRECTORS. THE NUMBERS OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS. THE NAME OF DIRECTORS IS AS FOLLOWS:

SEBASTIAN C. ASTURI

LORENA N. CASTRO

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
SEBASTIAN C. ASTURI	PRESIDENT
LORENA N. CASTRO	SECRETARY

SECOND: THE DATE OF EACH AMENDMENT'S ADOPTION IS JANUARY 8, 2003

THIRD: 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 _____"

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 8-DAY OF JANUARY 2003.

SIGNATURE _____

(BY THE CHAIRMAN OR VICE CHAIRMAN OF THE BOARD OF DIRECTORS, PRESIDENT OR OTHER OFFICER IF ADOPTED BY ITS SHAREHOLDERS).

OR

(BY A DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

ROQUE FABIAN PALLADINO
TYPED OR PRINTED NAME

PRESIDENT / Director
TITLE