

P02000000470

AYRTON CARS CORP.  
3601 NW 37 CT  
MIAMI FL 33142

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

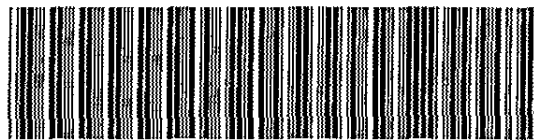
(Business Entity Name)

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01/09/03--01035--005 \*\*35.00...

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