12000001/32

May 14, 2002

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 33214

Ref: GLOBAL TIRES, INC.

Dear Sir/Madam:

I attach the original and one copy of the Articles of Amendment to Articles of Incorporation for GLOBAL TIRES, INC., together with my check in the amount of \$78.75.

This represents the cost of Filing Fees and a Certified Copy of Articles of Amendment to Articles of Incorporation.

Sincerely yours,

RICHARD D. LOTHARIUS

For

Global Tires, Inc.

18330 So. Dixie Hwy

Miami, FL 33157

Amendment 05/31/02 DC

ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION

EIN: 62-0558708

GLOBAL TIRES, INC.

POZ 00000 // 32 (Document Number of Corporation (If known)

Pursuant to the provisions of section 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)

ELVIN PRINCE 7757 NW 146 ST MIAMI LAKES, FL 33016 VPD ERIC PRINCE 7757 NW 1465T MIAMI LAKES, FL 33016 PD MAYHELA ALVERNIA ADD; 3097 SW. 111 AVE MIAMI, FL 33165 VPD JORGE ALVERNIA 3097 5.W. 111 AVE MIAMI, FL 33165

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:

ALL ISSUED SHARES FOR CONSIDERATION RECEIVED, WERE TRANFERRED TO MAYHELA AND JORGE ALVERNIA AS OF MAY 15,2002

THIRD:	The date of each amendment's adoption: $5-15-02$
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"
	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.
Signature	Signed this
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	ELVIN PAINCE (Typed or printed name)
	PRESIDENT