Florida Department of State

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Division of Corporations

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CORPORATION

Account Name : ORLANDO PIFERRER Account Number : 119990000144 Phone : (305)362-0031

Fax Number : (305)558-0318

BASIC AMENDMENT

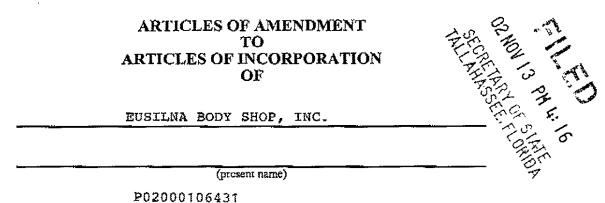
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11/13/2002

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



(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:

FRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VIII- Board of Directors:

The names, addresses and titles of the Board of Directors is as follows:

Ernesto Navarro, 3045 N.W. 106 Street, Miami, Fl- President/Secretary Jose R. de Leon, 3045 N.W. 106 Street, Miami, Fl-Treasurer Herlan Munoz, 10483 S.W. 216 Street, Miami, Fl- Vice President Jose P. Acanda, 1474 N.W. 115 Street, Miami, Fl Director

If an amendment provides for an exchange, reclassification or cancellation of issued SECOND: shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD:	The date of each amendment's adoption: November 5, 2002
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
Ø	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Q	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 12 day of November , 2002
Signature_	x to Downsol
	(By the Chairman of vice Chairman of the Board of Directors, President or other officer if adopted by the shapeholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Ernesto Navarro
	(Typed or printed name)
	President.
	(Title)