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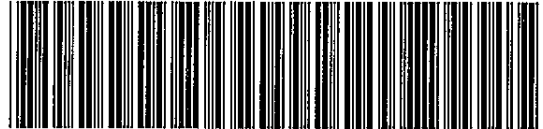
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARIBBEAN MOTOS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

CARIBBEAN MOTOS, INC

(Present name)

CLERK OF STATE
TALLAHASSEE, FLORIDA

2003 MAR 19 PM 2:21

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Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 VII: This article is being amended by Director Jose M. Souza Jr. assignment President to Antonio C. Freire resident of Araguaia 933 y CJ 11 Barueri Sao Paulo, 06455-000, Vice-President to Luis R. Freire resident of 1508 Mayo St Hollywood, FL 33020 and Treasure to Jose M. Souza Jr resident 5741 NW 112 Ave Apt. 106 Miami FL 33178 the board of Directors of **Caribbean Motos, INC.**

Article X: This article is being amended as follows; Jose M. Souza Jr. assigns (51%) to Antonio C. Freire and 34% to Luis R. Freire.

CARIBBEAN MOTOS, INC
8181 NW 36th ST Suite 2603
Miami, FL 33166

Second: The date of each amendment's adoption:

March 11, 2003

Third: Adoption of Amendment (s) (check one)

XXXX The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not require.

(Continued)

(Continued)

The amendments(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 separatly on the
amendment (s).)

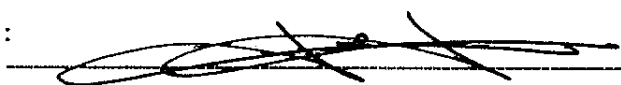
The number of votes cast for the amendment (s) was/were
sufficient for approval

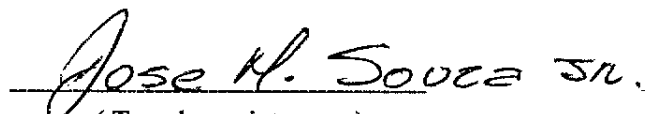
by :

(voting group)

Sign this 11 day of March , 2003

By :


(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)


(Typed or print name)

Incorporator

President

(Title)