

MAY-12-04

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FROM-Gunster, Yoakley

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AVENTURA AUTOMOTIVE, INC.

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*Amend
Jgm
5/12/04*

MAY-12-04 12:16PM FROM-Gunster Yoakley

9545231722

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GunsterYoakley

ATTORNEYS AT LAW

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DATE: May 12, 2004

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FIRM: Corporations Division
Florida Department of
State

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FROM: Jeannie J. Ha, Paralegal

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CLIENT NO: 19680.09000

3 PAGES INCLUDING COVER

MESSAGE:

PLEASE SEE THE ATTACHED AMENDMENT OF AVENTURA AUTOMOTIVE, INC.
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PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

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FAX AUDIT NO.: H04000101992.3

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
AVENTURA AUTOMOTIVE, INC.**

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The undersigned, Neil Goodman, President of Aventura Automotive, Inc., Florida corporation (the "Corporation") whose Articles of Incorporation were filed on January 13, 2003, and registered under document number P03000004383, hereby certifies:

1. The name of the Corporation is Aventura Automotive, Inc.
2. This amendment to the Corporation's Articles of Incorporation shall amend Article V in its entirety to increase the number of authorized shares of Common Stock from Five Thousand (5,000) to Seven Thousand Eight Hundred Forty-Three (7,843), as follows:

**"ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Eight Hundred Forty-Three (7,843) shares of Common Stock having a par value of 001/1000 Dollar (\$0.001) per share."

3. Except as above amended, the Articles of Incorporation of the Corporation, as filed with the Florida Department of State on January 13, 2003, shall remain in full force and effect.

4. The foregoing amendment was unanimously approved by the Shareholders and Directors of the Corporation eligible to vote by a unanimous written consent signed by them on May 10, 2004, manifesting their intention that the amendment be adopted, pursuant to Section 607.1003, Florida Statutes, and Article VIII of the Corporation's Articles of Incorporation. The number of votes cast for said amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Articles of Amendment to the Articles of Incorporation to be signed as of May 10, 2004.

AVENTURA AUTOMOTIVE, INC.

By:  President
NEIL GOODMAN, PRESIDENT