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FROM : PROFESSIONAL VISA, INC.

PHONE NO. : 3056394725

May. 29 2003 01:37AM P2

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

TOTAL REALTY USA, INC.

TOTAL REALTY USA, INC.

(present name)

P03000042825

(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)

| Article IV Shares: | | |
|-----------------------------|-----------------------------------|-----------------|
| Should Read | i : | |
| | One thousand shall of common stoc | k at one dollar |
| par value. | | |
| NAME: | SHARE: | TAL 03 |
| Decaro Motors del Este C.A. | 52% | HAY 29 PH 3 |

SECOND: 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:

5 C FROM : PROFESSIONAL VISA, INC. PHONE NO. : 3056394725 May. 29 2003 01:38AM P3

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| THIRD: The date of each amendment's adoption: 05/30/03 | <i>•</i> | | | | | | | | | |
|---|------------------------|--|--|--|--|--|--|--|--|--|
| 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(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 was not required. | shareholder action and | | | | | | | | | |
| Signed this day of May | 2003 | | | | | | | | | |
| SignatureMilen Mugliocelli | | | | | | | | | | |
| (By the Chairman or Vice Chairman of the Board of Directors, President or other officer the shareholders) | if adopted by | | | | | | | | | |
| OR | | | | | | | | | | |
| (By a director if adopted by the directors) | | | | | | | | | | |
| OR | | | | | | | | | | |
| (By an incorporator if adopted by the incorporators) | | | | | | | | | | |
| Milena Migliorelli | | | | | | | | | | |
| (Typed or printed name) | | | | | | | | | | |
| President | | | | | | | | | | |
| (Title) | — | | | | | | | | | |