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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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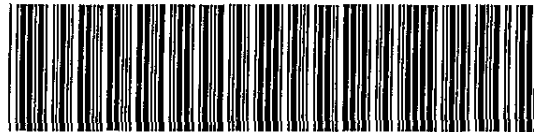
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend / name chg.
JMM
2/25/04

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

February 4, 2004

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to Articles of Incorporation of
SunTrust Motors, Inc.

To Whom It May Concern:

Please allow the enclosed Articles of Amendment to Articles of Incorporation of SunTrust Motors, Inc. be filed with the Division of Corporations on behalf of our client.

Enclosed is Check No. 1827 in the amount of \$35.00 for the Filing Fee.

You may contact the undersigned at the above referenced telephone/fax or address with any questions or concerns. Thank you.

Sincerely,


BERNARDO PROTANO, ESQUIRE

Enclosures: as stated above

cc: Sun State Motors, Inc.

BP/mb

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

February 19, 2004

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTENTION: MICHELLE MILLIGAN

RE: Articles of Amendment to Articles of Incorporation of
SunTrust Motors, Inc.

Dear Ms. Milligan:

As discussed with my assistant Melody, enclosed are the corrected Articles of Amendment to Articles of Incorporation of SunTrust Motors, Inc. be filed with the Division of Corporations on behalf of our client.

Please note that Check No. 1827 in the amount of \$35.00 has already been forwarded to your office for the filing fee.

You may contact the undersigned at the above referenced telephone/fax or address with any questions or concerns. Thank you.

Sincerely,


BERNARDO PROTANO, ESQUIRE

Enclosures: as stated above

cc: Sun State Motors, Inc.

BP/mb

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SunTrust Motors, Inc.

FILED
04 FEB 25 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: AMENDMENTS ADOPTED: Articles I, II and III shall be effectively amended to reflect the following:

ARTICLE I: The name of the Corporation is to be
Sun State Motors, Inc.

ARTICLE II: The principle place of business and mailing address of this Corporation shall be 614 North Dixie Highway, Hollywood, Florida, 33020.

ARTICLE III: The aggregate number of shares of stock that Sun State Motors, Inc. shall remain as originally set in original Articles of Incorporation.

Initial Issue: 500 shares of the Capital Stock of Sun State Motors, Inc. shall be available to be issued and outstanding.

ARTICLE IV: The name and Florida street address of the existing Registered Agent shall remain:

George A. Correa
1269 Chenille Circle
Weston, FL 33327

ARTICLE V: The purpose for which Sun State Motors, Inc. is organized is to engage in any activity for which its share holders are legally permitted, authorized, or licensed to conduct under the laws of the state of Florida and of the United States.

ARTICLE VI: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE VII: The address of President, RINCON, ALBERT A., shall change to 614 North Dixie Highway, Hollywood, Florida 33020. The address of Vice President, CORREA, JORGE, A., shall change to 614 North Dixie Highway, Hollywood, Florida 33020.

ARTICLE XII: Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

SECOND: There are no exchanges of stock in relation to this amendment of articles.

There are no amendments to the classification of the stocks to be issued by SunTrust Motors, Inc.

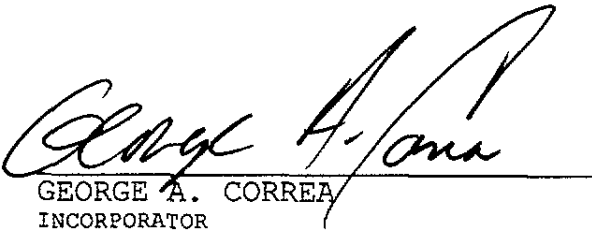
There are no cancellation of shares of stock of SunTrust Motors, Inc.

There are no amendments to be made to the number of shares authorized or outstanding of SunTrust Motors, Inc.

THIRD: Each amendment of the Articles of Incorporation of SunTrust Motors, Inc. shall be effective as of the date of certification from the State of Florida.

FOURTH: The amendments were adopted by the Incorporator without shareholder action and shareholder action was not required.

IN WITNESS OF, the undersigned has made and subscribed Amendments to the Articles of Incorporation in Broward County, Florida, on this 23rd day of February, 2004.


GEORGE A. CORREA
INCORPORATOR