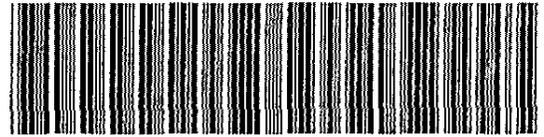


P04000008561

LAW OFFICES
OF
STEVEN WARM
BOCA CORPORATE CENTER
2101 N.W. CORPORATE BOULEVARD
SUITE 215
BOCA RATON, FL 33431



600042734176

JS

(City/State/Zip/Phone #)

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Amend

(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:
*Mr. Warm, authorized by
Phone to delete word members
add share holders.*

T. Lewis 12/13/04

Office Use Only

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M & E MOTORS, INC.
(Name of corporation)

DOCUMENT NUMBER: P04000008561

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven Warm, Esquire
(Name of contact person)

Law Offices of Steven Warm
(Firm/Company)

2101 NW Corporate Blvd., Suite 215
(Address)

Boca Raton, Florida 33431
(City/state and zip code)

For further information concerning this matter, please call:

Steven Warm, Esquire at (561) 995-7877
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
M & E Motors, Inc.

FILED
04 DEC 13 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed January 9, 2004, #P04000008561,

FIRST: The name of the corporation is M & E Motors, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

Change of Registered Agent and Officer/Director Detail:

From: Mauricio Mejia, Director and President.

To: Ernesto Salazar, Director and President.

THIRD: The amendment was adopted by the Board of Directors on the 8th day of November, 2004.

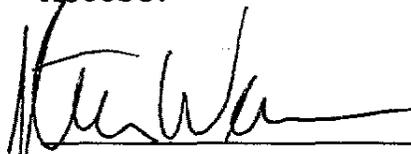
FOURTH: The amendment was approved by a sufficient vote of the Shareholders of the corporation for approval (a majority) on the 8th day of November, 2004.

DATED: 12/8, 2004.

M & E Motors, Inc.

By 
ERNESTO SALAZAR, President

Attest:


Secretary
Asst's Secy

(Seal)