P06000085687

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06 OCT -5 PM I: II

SECRETARY OF STATE OF ALLAHASSEF, FIORION

Avrend ment 10/06/06 Dr.

TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations

SUBJECT: <u>AUTOMOTORA SUDAMERICANA USA, CORP.</u>

DOCUMENT NUMBER: <u>P06000085687</u>

Enclosed please find the check no. 0995 for \$35.00 and also the Articles of Amendment for Automotora Sudamericana USA, Corp.

Please return all correspondence concerning this matter to the following:

Melendez Vega, LLC 10511 N Kendall Dr Suite C-203 Miami, FL 33176 melendezvegallc@bellsouth.net 305-388-4477

For further information concerning this matter, please call: Michael Melendez at 305-388-4477

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF AUTOMOTORA SUDAMERICANA USA, CORP.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE VII OFFICER / DIRECTOR

06 OCT -5 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CORPORATION SHALL HAVE A MINIMUM OF ONE DIRECTOR. THE NUMBERS OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS. THE NAME OF DIRECTORS IS AS FOLLOWS:

JONNY SALVATIERRA	PRESIDENT
FEDERICO STELZER	DIRECTOR
AUTOMOTORA BOLIVIANA AUTOBOL SRL	TREASURER
SUDAMERICANA RENT A CAR SRL	SECRETARY
RODRIGO JUSTINIANO	DIRECTOR

SECOND: THE DATE OF EACH AMENDMENT'S ADOPTION IS OCTOBER 1, 2006

THIRD: 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

(X) 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 AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS FIRST-DAY OF OCTOBER 2006

SIGNATURE

(BY THE CHAIRMAN OR VICE CHAIRMAN OF THE BOARD OF DIRECTORS, PRESIDENT OR OTHER OFFICER IF ADOPTED BY ITS SHAREHOLDERS).

OR

(BY A DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

JONNY SALVATIERRA

Name

PRESIDENT

Title