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TALLAHASSEE FLORIDA

DEC 07 2006

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TRANSMITTAL LETTER

**TO: Amendment Section
Division of Corporations**

SUBJECT: AUTOMOTORA SUDAMERICANA USA, CORP.

DOCUMENT NUMBER: P06000085687

Enclosed please find the check no. 1177 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 STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

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FIRST: AMENDMENTS ADOPTED:

**ARTICLE VII
OFFICER / DIRECTOR**

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:

LUIS F. CANEDO	PRESIDENT
JONNY SALVATIERRA	VICE-PRESIDENT
DELINA LUJAN	SECRETARY
FEDERICO STELZER	TREASURER
RODRIGO JUSTINIANO	DIRECTOR
AUTOMOTORA BOLIVIANA AUTOBOL SRL	DIRECTOR
SUDAMERICANA RENT A CAR SRL	DIRECTOR

SECOND: THE DATE OF EACH AMENDMENT'S ADOPTION IS NOVEMBER 29, 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 29-DAY OF NOVEMBER 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