

11/07/2002 09:30 2258598

WS ACCOUNTING

PAGE 01

Division of Corporations

Page 1 of 2

P94000047874

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000221877 2))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED
02 NOV -7 AM 9:16
DIVISION OF CORPORATIONS

To: Division of Corporations
Fax Number : (850) 205-0380
From: Account Name : WILLIAM J. STRANGE
Account Number : Y19980000052
Phone : (305) 267-2767
Fax Number : (305) 267-2775

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV -7 AM 11:11

BASIC AMENDMENT

OCEAN MOTORS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amendment

H02000221877

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV -7 AM 11:11

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCEAN MOTORS, INC.

ADD: ON ARTICLE I PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL
BE : 3100 N.W. 27TH AVENUE
MIAMI, FLORIDA 33142

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the followings articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ADD:

ARTICLE VIII

OFFICERS' TITLE	NAME	ADDRESS
President:	Patrice Fabrice Coste-Louret	1717 N. Bayshore Dr. # 1436 Miami, Florida 33132
Secretary/Vice-President:	Elisabeth Therese Yvonne Coudret	1717 N. Bayshore Dr. # 1436 Miami, Florida 33132

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

H02000221877

H02000221877

ARTICLE VIIIADD:

The name and post office addresses of each of the subscribers to this certificate of incorporation and the number of shares of stocks which each subscriber agrees to take, are as follows:

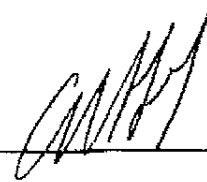
NAME	ADDRESSES	PERCENTAGE OF SHARES
Patrice Fabrice Coste- Louret	1717 N. Bayshore Dr. # 1436 Miami, Florida 33132	35% (350 SHARES)
Elisabeth Therese Yvonne Coudret	1717 N. Bayshore Dr. # 1436 Miami, Florida 33132	35% (350 SHARES)
Carlos Perez	1198 Venetian Way Apt # 110 Miami, FL 33139	30% (300 SHARES)

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

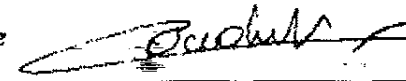
H02000221877

H02000221877


SUBSCRIBER: *Patrice Fabrice Coste-Louret*



SUBSCRIBER: *Elisabeth Therese Yvonne*
Coudret



SUBSCRIBER: *Carlos Perez :*



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:

THIRD: The date of each amendment's adoption: *OCTOBER 30, 2002*

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

H02000221877

H02000221877

ADD:ARTICLE XVSTOCKHOLDERS' OPTIONADOPTED BY BOARD OF DIRECTORS

IN THE EVENT ANY SHAREHOLDER DESIRES TO SELL, TRANSFER, OR OTHERWISE DISPOSE OF ALL OR ANY OF HIS SHARES IN THE CORPORATION, HE OR SHE SHALL DELIVER WRITTEN NOTICE OF SUCH DESIRE TO THE CORPORATION AND TO EACH SHAREHOLDER, SPECIFYING THE NUMBER OF SHARES HE DESIRES TO DISPOSE OF. ON RECEIPT OF SUCH NOTICE, THE REMAINING SHAREHOLDERS SHALL HAVE THE FIRST OPTION TO BUY, AND THE OTHER SHAREHOLDER SHALL SELL THE NUMBER OF SHARES SET FORTH IN THE NOTICE. IN ADDITION, IF MR. CARLOS PEREZ DECIDES BY ANY REASON TO LEAVE THE COMPANY, HE WILL BE ENTITLED ONLY TO THE PROFIT SHARING ACCUMULATED BY THAT TIME ONLY. HE IS NOT ENTITLED TO RECEIVE ANY INVESTMENT DISTRIBUTION INITIALLY MADE BY ITS PRESIDENT *Fabrice Patrice Coste-Louret* AND ITS SECRETARY *Elisabeth Therese Yvonne Coudret*.

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

H02000221877

H02000221877

FOURTH: Adoption of Amendments(s)

X 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):

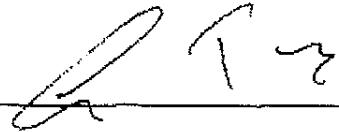
"The number of votes cast for the amendment(s) was/were sufficient for approved by _____."

The amendment(s) was/were adopted by the board of directors without shareholders action and shareholders action was not required.

The amendment(s) was/were adopted by the incorporators without shareholders action and shareholders action was required.

Signed this day 30 of OCTOBER, 2002.

Signature

 (Carlos Perez)

Title

Pres.

WILLIAM J. STRANGE
1325 S.W. 87TH AVENUE - MIAMI, FLORIDA 33174
PHONE # 305-267-2767
FAX # 305-267-2775

H02000221877