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BASIC AMENDMENT

L.E.S. EXHAUST DISTRIBUTOR INC.

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Amended 6-30-05
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
TO
LES EXHAUST DISTRIBUTOR, INC.
(P95000052872)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amend the following: ADD: ARTICLE 14 - OFFICERS AND DIRECTORS:

LORENZO ROSALES	President	17842 31 Road North Loxahatchee, Fl., 33470
ISAAC ROSALES	Vice-President	17842 31 Road North Loxahatchee, Fl., 33470

Delete as President and Registered Agent: Ernesto Rosales, 16403 NW 8th. Avenue, Miami, Florida, 33169.

The name and address of the new registered agent is: LORENZO ROSALES, 17842 31 Road North, Loxahatchee, Florida, 33470. I, Lorenzo Rosales accept all duties and obligations of Section 607.325, Florida Statutes as Registered Agent.

Date: June 29, 2005.

Signature



Lorenzo Rosales

SECOND: If an amendment provides for an exchange, reclassification or cancellation issued shares, provisions for implementing the amendment if not contained in the amendment itself, is as follows:

N/A

THIRD: The date of each amendment's adoption: June 29th, 2005.

Effective date if applicable: June 16th, 2005.

FOURTH: Adoption of Amendment: The amendment were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 29th day of June, 2005.

Signature



Lorenzo Rosales

Title: Secretary