

P96000006134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Titan Int'l Enterprises Corp. P96000006134
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

DIVISION OF CORPORATION

99 MAR -1 AM 9:46

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Examiner's Initials

JRE 3/1

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TITAN INT'L ENTERPRISES CORP.**

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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 Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

| | |
|-----------------|-------------------|
| President: | J. Marcelo Moreno |
| Vice-President: | Luis J. Urcuyo |
| Secretary: | J. Marcelo Moreno |
| Treasurer: | Luis J. Urcuyo |

SECOND: Article 5 shall be amended to state:

| | |
|------------|-------------------|
| President: | Jean Paul Lievano |
| Secretary: | Jean Paul Lievano |
| Treasurer: | Jean Paul Lievano |

whose addresses shall be the same as the principal address of the Corporation.



SPIEGEL & UTRERA, P.A.
LAWYERS

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THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

J. Marcelo Morene
Luis J. Urcuyo

FOURTH: The Director(s) of the Corporation shall be changed to:

Jean Paul Lievano

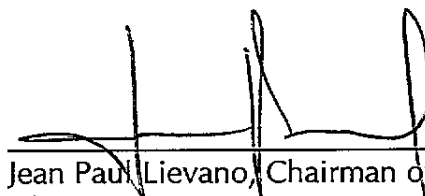
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 18 February 1999.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 18 February 1999.


Jean Paul Lievano, Chairman of the Board
of Directors

ARTAMEND.PRES



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