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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: LUCKY TOWING, INC.
AUDIT NUMBER.....H98000001804
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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Amendment
1/29/98
DC

② H98000001804

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LUCKY TOWING, INC.

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

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FIRST:
AMENDMENT ADOPTED:

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

LENA G. VAZQUEZ	PRESIDENT & DIRECTOR
GUILHERME H. RIBEIRO	VICE-PRESIDENT & DIRECTOR
MANUEL DOMINGUEZ	SECRETARY, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:

560 EAST 34TH STREET HIALEAH, FLORIDA 33013 (305) 836-8817

THESE CHANGES MAY NOT BE AMENDEND WITHOUT WRITTEN CONSENT BY ALL PARTIES INVOLVED

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JANUARY 27TH 1998.

FOURTH:
ADOPTIONS OF AMENDMENTS:

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY: _____

(Voting group)

SIGNED THIS 27TH DAY OF JANUARY, 1998.

LUCKY TOWING, INC.

BY: _____

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: MANUEL DOMINGUEZ

Title: INCORPORATOR \ DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR.,

8045 NORTH WEST 36TH STREET SUITE 525, MIAMI FL. 33166 (305) 597-4511

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