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FLORIDA DEPARTMENT OR STATE? PM 2: 45
Sandra B. Mortham
Secretary of State ON ISLON OF CORPORATION

March 10, 1998

Lazarus Corporate Filing Service, Inc. 3320 S.W. 87th Avenue Miami, FL

SUBJECT: RUSHER IMPORT & EXPORT CORP.

Ref. Number: P96000073978

We have received your document for RUSHER IMPORT & EXPORT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan Corporate Specialist

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF RUSHER IMPORT & EXPORT CORP.

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

FIRST:

AMENDMENTS ADOPTED: amending article VI - Directors to: 1-- THE NEW PRESIDENT WILL BE:

> LUCIANO DA SILVA MARTINS 1420 Brickell Bay Dr. #704 Miami, Florida 33131

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 AMENDMENT'S ADOPTION: March 6, 1998

FOURTH:

ADOPTIONS OF AMENDMENTS:

K 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 6TH DAY OF MARCH, 1998.

RUSHER IMPORT & EXPORT CORP.

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

Typed or printed name: CARLOS A. MOLINA

Title: PRESIDENT DIRECTOR