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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: BRIONES MOTORS CORP.

AUDIT NUMBER.....H97000009689

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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FILED
97 JUN 16 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
6/16/97
DC

05/14/1997 19:04

5613685615

JORGE H VILLALOBOS

PAGE 01

6/12/97
12:24 PM

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3

H97000009689

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JUN 16 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRIONES MOTORS CORP.

(present name)

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

FIRST: Amendment(s) adopted:

Please, see page titled ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION OF BRIONES MOTORS CORP.

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: 5-7-97

FOURTH: Adoption of Amendment(s) (check one)

✓ 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 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).]

Prepared by: The number of votes cast for the amendment(s) was/were sufficient for
 Gonzalo A. Garcia approval by _____
 8282 W. 8 Ave. (voting group)
 Hialeah, Fl. 33014
 (305)821-0205

H97000009689

(continued)

H97000009689

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BRIONES MOTORS CORP.

ARTICLE VI: This corporation shall have (2) (Two) Director(s)
The name and address of the Director(s) is:

Gonzalo A. Garcia
8282 W. 8 Ave.
Hialeah, Fl. 33014

Jose Briones
8282 W. 8 Ave.
Hialeah, Fl. 33014

ARTICLE VIII: The officer(s) of this corporation shall be as follows:

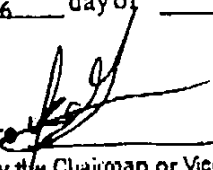
Gonzalo A. Garcia President.
8282 W. 8 Ave.
Hialeah, Fl. 33014

Jose Briones Vice-President, Secretary
8282 W. 8 Ave. & Treasurer
Hialeah, Fl. 33014

H97000009689

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Signed this 6 day of May, 19 97

Signature 

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jose Briones

Typed or printed name

Director

Title

H97000009689

P97000020743

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOSEPH E. ATCHISON CONSULTANTS, INC., a non-qualified NY corp.

INTO

ATCHISON CONSULTANTS, INC., a Florida corporation, P97000020743

File date: June 5, 1997

Corporate Specialist: Susan Payne