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BASIC AMENDMENT

ACTION TIRE, CORP.

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lopts

FIRST: Amendment adopted: Exchange
Article VI
Article X

Article X	SUBSCRIBERS		
	NAME	ADDRESS	SHARES
	Mercedes Guilarte	2925 E. 10 Ave Hialeah, FL 33013	50%
	Antonio M. Gonzalez	2925 E. 10 Ave Hialeah, FL 33013	50%

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SECOND: The date of each amendment's adoption December 15, 2003

THIRD: Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by .
- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of December, 2003.

Signature: *Mercedes Gullarte*
Mercedes Gullarte.
President

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