

P98000020129

German Pena, P.A.  
Public Accountant

December 18, 1998

Please send this papers  
to the following address:

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9010 S.W. 137th Ave.  
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Miami, Fl., 33186

Thanks

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*German Pena*

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Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend -  
1-4-99*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FOREIGN-TECH MOTORS, INC.  
=====

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

FIRST Amendment (s) adopted:

ARTICLE VIII: BOARD OF DIRECTORS

I WILL DELETE MR. GABRIEL J. BERNAL, AS VICE PRESIDENT OF THE COMPANY,  
I OSCAR ANGEL WILL CONTINUE BEEN THE PRESIDENT. AND

ARTICLE IX: SUBSCRIBERS

I WILL DELETE MR. GABRIEL J. BERNAL AS VICE PRESIDENT OF THE COMPANY.  
I OSCAR ANGEL, WILL CONTINUE BEEN THE PRESIDENT.

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: December 17th 1998

FOURTH: Adoption of amendment (s) (Check one)

xx The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

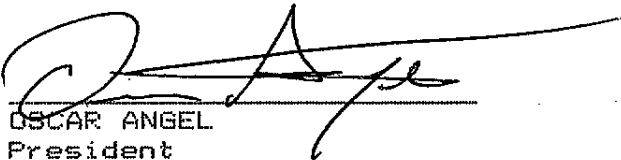
\_\_\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
Voting Group

- \_\_\_\_\_ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- \_\_\_\_\_ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17 day of December, 1998.

  
\_\_\_\_\_  
OSCAR ANGEL  
President