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Fax Number : (850)205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

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BASIC AMENDMENT

GABLES BENZ AUTO SPORT INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF GABLES BENZ AUTO SPORT INC.



Pursuant to the provisions of Section 607.1006, Florida Statutes, GABLES BENZ AUTO SPORT INC., adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted) Article I is amended so that the new name of the Corporation is changed to read:

Article I

NAME AND ADDRESS OF CORPORATION

The name and address of the corporation shall be:

MASTER CARRIERS INC.

1048 N.W. 33RD Avenue Miami, Florida 33155

SECOND:

Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted) Articles VI is amended so that the address of the Registered Agent is changed to: 518 N.W. 30th Place, Miami, Florida 33125.

THIRD:

Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted) Article VII is amended so that the address of the Director is changed to: 518 N.W. 30th Place, Miami, Florida 33125.

FOURTH:

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:

FIFTH:

The date the amendment was adopted and the date it became effective was: December 19, 2001.

SIXTH:

Adoption of Amendment(s) (CHECK ONE)

[X]

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

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| [] | "The number of votes east 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 | 3 19th day of December, 2001. |
| By:Rui | pen O. Soil, program |

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