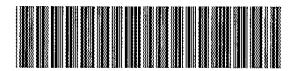
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

 \mathbf{OF}

SMART AUTO TRANSMISSION, INC.

(Present name)

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: (indicate article number(s) h	peing amended, ad	ided or deleted)
ARTICLE 6:	WE LL READ AS FOLLOW		
LEAVE	PA ll ino Garcia 9092 NW S. RIVER DR. #34 MEDLEY, FL 33178	as	PTDS
DELETE	LUIS H MARTINEZ 9092 NW S. RIVER DR. #34 MEDLEY, FL 33178	as	V/D
DELETE	ANTONIO SIMON 9092 NW S. RIVER DR. #34 MEDLEY, FL 33178	as	S/D

SECOND: If an amendment provides for an exchange, reclassification or cancellation

Issued shares, provisions for implementing the amendment if not contained in the

amendment itself, are as follows:

ARTICLE 7: PAULINO GARCIA SHALL HOLD THE 100% OF THE SHARES OF THE

MENTIONED CORPORATION.

THIRD: The date of each amendment's adoption: 08/22/2003

OUTH: Adoption of Amendment(s) (check one):	
	The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	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 shareholders through voting groups.
	[The following statement must be separately provided for each 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)
(By the Chai	Signed this 22 TH day of Aug, 2003 Signature Trman of the Board of Directors, President or other officer if adopted by the shareholder's)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporated if adopted by the incorporates)
	PAULINO GARCIA Typed or printed name

PRESIDENT/INCORPORATOR/DIRECTOR
Title