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Antonio R. López, CPA

Ocean Bank Building
782 NW Le Jeune Road
Suite 434
Miami, FL 33126

Ph (305) 448-3323
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May 16, 2000

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 MAY 19 AM 9:26
TALLAHASSEE, FLORIDA

Dear Sir/Lady:

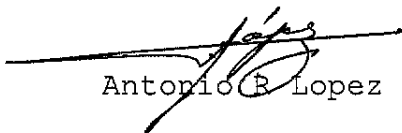
Enclosed please find the Certificate of Amendment to the articles of incorporation of New Generation Auto Sales, Inc. as well as a check in the amount of \$ 35.00 to cover the filing fee. Please, record the document and mail back the filed copies to my office located at:

Antonio R López, CPA
782 NW Le Jeune Rd
Suite 434
Miami, FL 33126

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Thanking you for your time and consideration, I remain.

Sincerely yours,


Antonio R. Lopez

Amend
6-1-00
BWS

encl.

CERTIFICATE OF AMENDMENT

FILED

00 MAY 19 AM 9:26

New Generation Auto Sales, Inc.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

New Generation Auto Sales, Inc., a corporation of the State of Florida, whose registered office is located at 5210 NW 35th Ave, Miami FL 33142, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on May 16, 2000, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote, which was sufficient for approval, that Article VIII and Article XI of the Articles of Incorporation are amended to read as follows:

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have 1 director. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and address of the director of this corporation is:

**Virginio Suarez, President
16670 NW 75th Ave
Miami, FL 33015**

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issue to the following person in the amount set opposite his name:

Virginio Suarez 100 shares

Shares held by the shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

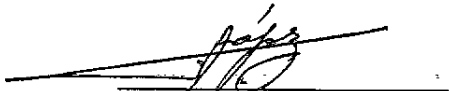


President

State of Florida
County of Dade,

I **HEREBY CERTIFY** that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Virginio Suarez** to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this **May 16, 2000**.


Notary Public
State of Florida