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RAY S. EXPORT USED AUTO PARTS, INC.

800 N.W. 72ND. STREET MIAMI, FL 33150

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ARTICLES OF AMENDMENT

TO

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RAY'S EXPORT USED AUTO PARTS, 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: (indicated articles number(s) being amended, added Or deleted)
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, is as follows:
Th	te 100% of the shares of mentioned corporation belong to Mr. JOSE L. FUENTES
THIRD: FOURTH:	The date of each amendment's adoption: 12/05/99 Adoption of Amendment(s) (check one)
Th	ne amendment(s) was/were adopted by the incorporation without shareholder Action and shareholder action was not required.
Th	ne amendment(s) was /were adopted by the board of directors without Shareholder action and shareholder action was not required.
XTi	ne amendment(s) was/were approved by the shareholders. The number of votes ast for the amendment(s) was/were sufficient for approval.
Tl	ne amendment (s) was/were approved by the shareholders through voting groups.
iTha f	bllowing statement must be senarately 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)	
Signed this 11th day of January, 2000	
I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.	
Signature	-
(By the chairman 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 incorporation if adopted by the incorporations)	
JOSE L. FUENTES Typed or printed name	
PRESIDENT/DIRECTOR/INCORPORATOR	
Signyture	