

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

RAY'S EXPORT USED AUTO PARTS, INC.

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8/4/04

Amend
8/4/04

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ARTICLES OF AMENDMENT
TO
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 ARTICLE OF INCORPORATION:

FIRST: AMENDMENT(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED ADDED OR DELETED)

ARTICLES V

DELETE:

BELKIS SALAS PRESIDENT
IVAN SALAS VICE-PRESIDENT
800 NW 72 ST. MIAMI, FL. 33150

ADD:

GABRIEL J. ARAUJO PRESIDENT
4890 NW 102 AVE. # 203 DORAL PLACE, FL. 33178
GUSTAVO PERDOMO VICE-PRESIDENT
800 NW 72 ST. MIAMI, FL. 33150

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: 07/19/04

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

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- 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 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 19 DAY OF JULY 2004

SIGNATURE

(By the Chairman or Vice 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 incorporator if adopted by the incorporators)

IVAN SALAS

Typed or printed name

VICE-PRESIDENT

Title

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