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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A & A AUTO SALES OF MIAMI, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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G. COULLETTE APR 02 2001

Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

A & A AUTO SALES OF MIAMI, INC

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 adopted:

ARTICLE VII: The number of the members of the Board of Directors of the corporation shall not be less than one person. The shareholders and officers of the corporation and the shares to each one will be as follows:

		SHARES	
		Amount	%
ADOLFO BATTLE	Director	350	70
1803 NW 1ST ST	President		
MIAMI FL 33125			
MARIBEL BATTLE	Director	150	30
1803 NW 1ST ST	Secretary		
MIAMI FL 33125			

ARTICLE VIII: The names and post office addresses of each shareholder will be:

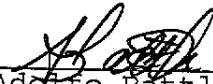
ADOLFO BATTLE	President	1803 NW 1ST St
	Director	MIAMI FL 33125
MARIBEL BATTLE	Secretary	1803 NW 1ST St
	Director	MIAMI FL 33125

ARTICLE X: The name and address of the Registered Agent of the corporation will be:


Adolfo Battle
1803 NW 1st St
Miami, Fl 33125

SECOND: This amendment is adopted on June 1st, 2000.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for



Adolfo Battle
President
Director



Maribel Battle
Secretary
Director

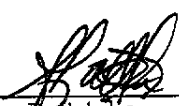
Acceptance as Registered Agent



Adolfo Battle

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

June 1st, 2000.



Adolfo Battle
1803 NW 1st St
Miami, FL 33125