

Florida Department of State

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: FAS-T CORP. AGENTS, INC.

Account Number: 071001002335

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BASIC AMENDMENT

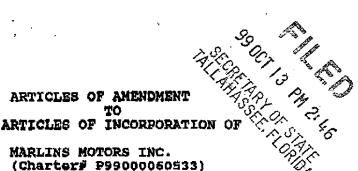
MARLINS MOTORS INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT ADOPTED TO ARTICLE II:

The principal place of business and mailing address is:

2045 NW 36th Street Miami, FL 33142

AMENDMENT ADOPTED TO ARTICLE IV:

This corporation shall have only two (2) directors. The names and street addresses of the Directors are as follows:

NAME	ADDRESS
Mr. Nelson Raygada	3701 NW 27 th Avenue
President, Treasurer	Miami, FL 33142
Mr. Emilio Zapata	3701 NW 27 th Avenue
V.P., Secretary	Miami, FL 33142

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: October 12th, 1999

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this October 12th, 1999

MARLINS MOTORS INC.

Raygada