ATTORNEYS AT LAW
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RICHARD BARON, P.A. NANCY J. CLIFF, P.A.

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September 1, 1999

State of Florida
Secretary of State
Division of Corporations
Attn.: Amendments Section
PO Box 6327
Tallahassee, Florida 32314

100002980411---S -09/08/99--01031--012 *****35.00 ******35.00

RE: CRW Auto Finance Services, Inc.

Amendment to Articles of Incorporation

Original Articles Filed on: August 24, 1999

Dear Madam/Sir:

Enclosed please find Equitable Bank check number 7981 for thirty-five dollars (\$35.00) in payment of the filing fee for amending the Articles of Incorporation for the above-referenced corporation.

Please confirm when the enclosed Amended Articles of Incorporation have been assigned a document number and filed with your office.

Thank you for your attention and I remain,

Sincerely yours,

Cristina Fuschi, Esq. for RICHARD BARON, ESQ.

Amend



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 15, 1999

CRISTINA FUSCHI, ESQ. 11077 BISCAYNE BLVD., STE. 307 MIAMI, FL 33161

SUBJECT: C.R.W. AUTO FINANCE SERVICES, INC.

Ref. Number: P99000075382

We have received your document for C.R.W. AUTO FINANCE SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please specify which article number you are amending, adding, or deleting.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 499A00045412



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

C.R	.W. Auto Finance Service	es, Inc.
ž.	(present name)	

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VIII _

The name and street address of each member of the Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until his/her successor is elected and has qualified, are as follows:

President

Rafael Trujillo, 970 Oriole Avenue,

Miami Springs, Florida 33166;

Vice President:

William Lora, 970 Oriole Avenue,

Miami Springs, Florida 33166;

Secretary

Carlos Polonio, 970 Oriole Avenue,

Miami Springs, Florida 33166.

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: August 31, 1999		
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)		
	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		
C	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
X	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
i	Signed this 29th day of September , 1999		
Signature	Dailo Jaco		
<i>Q</i>	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR.		
	(By an incorporator if adopted by the incorporators)		
	CARLOS POLONI Typed or printed name		
	Incorporator		
	Title		