P99000086062

TRANSMITTAL LETTER

AUGUST 17, 2000

DEPARTMENT OF STATE DIVISION OF CORPORATIONSP. O. BOX 6327
TALLAHASSEE, FL. 32314

SUBJECT:

PENTEC TRADING COMPANY CORPORATE AMENDMENT

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE AMMENDMENT TO THE ARTICLES OF INCORPORATION AND A CHECK FOR: \$35.00 FILES. FEE & CERTIFICATE.

FROM:

UBIETA, INC.

8201 NORTH WEST 66TH STREET

SUITE 3

MIAMI, FLORIDA 33166

000003373230--6 -08/25/00--01059--006 ******35.00 *****35.00

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

NCAAM KHOQ.1

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF PENTEC INDUSTRIAL TIRE, CORP.

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGN CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW NAME FOR THIS CORPORATION IS:

PENTEC TRADING COMPANY

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

DAGMAR M. MACHADO

PRESIDENT. VICE-PRESIDENT, SECRETARY, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:

8295 NORTH WEST 56 STREET MIAMI, 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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: AUGUST 16TH 2000

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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 16TH DAY OF NOVEMBER, 1999

PENTEC INDUSTRIAL TIRE, CORP.

(Chairman or Vice-Wairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: DAGMAR M. MACHADO

Title:

INCORPORATOR \ DIRECTOR

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF: PENTEC INDUSTRIAL TIRE, CORP. PREPARED BY: GUILLERMO UBIETA, JR. 8201 NORTH WEST 66TH STREET SUITE 3 & 4 MIAMI, FL. 33166 (305) 597-4511