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BASIC AMENDMENT

GEMA TIRE SUPPLY, CORP.

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 14, 2003

GEMA TIRE SUPPLY, CORP. 3655 NW 11 STREET MIAMI, FL 33125

SUBJECT: GEMA TIRE SUPPLY, CORP.

REF: P99000094615

We received your electronically transmitted document. However, the document has not been filed. Flease make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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Teresa Brown Document Specialist FAX Aud. #: H03000296528 Letter Number: 503A00056077

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314





ARTICLES OF AMENDMENT

TO
ARTICLES OF INCORPORATION
OF
GEMA TIRE SUPPLY, CORP.
(Present name)

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

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

ARTICLE V Shall be amended as follows:

REGISTERED AGENT SHALL BE AMENDED AS FOLLOWS:

ORLANDO C. MARTINEZ 101 NW 27th Avenue Miami, Florida 33125

ARTICLE VII, Shall be amended as follows:

The board of Directors of the Corporation will be amended to:

ORLANDO C. MARTINEZ 101 NW 27TM AVENUE MIAMI, FLORIDA 33125 PRESIDENT/VICE-PRES/SEC

ARTICLE VIII, Shares will be amended to:

The shareholders change as follow:

SHAREHOLDERS

% OF SHARES

ORLANDO C. MARTINEZ 101 NW 27TH AVENUE MIAMI, FLORIDA 33125 100%

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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: 10-14-2003. FOURTH: Adoption of Amendment(s) (check one) _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 adopted 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 14th day of October 2003

Signature

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

OR
(By a director if adopted by the directors)

(By an incorporate if adopted by the incorporates)

HERIEERTO MARTINEZ/REGISTERED AGENT/VICE-PRESIDENT

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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