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From:

Account Name : Law Offices of Stephen F. Goldenberg, P.A.
Account Number : 076060003657
Phone : (954) 566-8411
Fax Number : (954) 566-8563

BASIC AMENDMENT

MEM FINANCIAL SOLUTIONS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$43.75 |

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TALLAHASSEE, FLORIDA

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Articles of Amendment
of
Articles of Incorporation
of
MEM Financial Solutions, Inc.

05 MAR 22 AM 9:45
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, MEM Financial Solutions, Inc., a Florida corporation, adopts the following articles of amendment to articles of incorporation:

FIRST: Amendment adopted:

ARTICLE IV Shares is hereby amended to read as follows:

"ARTICLE IV: SHARES

(a) The Corporation shall be authorized to issue the following shares:

| Class | Number of Shares | Par Value |
|-----------|------------------|-----------|
| Common | 500,000,000 | \$.001 |
| Preferred | 400,000 | \$.001 |

(b) The designations and the powers, preferences and rights, and the qualifications or restrictions thereof are as follows:

(i) The Preferred shares shall be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issue of such shares as adopted by the Board of Directors; the Board of Directors is expressly authorized to fix the annual rate or rates of dividends for the particular series, the dividend payment dates for the particular series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend payment date shall be cumulative, the redemption price or prices for the particular series, the voting powers for the particular series the rights, if any, of holders of the shares of the particular series to convert the same into shares of any other series or class or other securities of the corporation, with any provisions for the subsequent adjustment of such conversion rights, the rights, if any, of the particular series to participate in distributions or payments upon liquidation, dissolution or winding up of the corporation, and to classify or reclassify any unissued preferred shares by fixing or altering from time to time any of the foregoing rights, privileges and qualification.

(ii) Each Preferred share will vote as common stock on all matters for which shareholder approval is required or sought on the basis of one Preferred share counting as 1,000 Common shares."

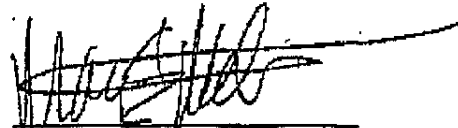
SECOND: The Amendment was adopted on February 15, 2005.

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THIRD: The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 15 day of February 2005.



Mark E. McLeod President

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