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ATTORNEYS AT LAW

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June 27, 2007

Florida Department of State
Division of Corporations
Attn.: Amendment Department
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to Articles of Incorporation of BEMAR INC. and Statement of Change of Registered Agent

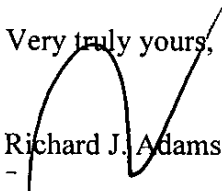
To Whom It May Concern:

Enclosed please find Articles of Amendment to Articles of Incorporation of BEMAR INC. as well as a Statement of Change of Registered Agent. Also enclosed please find a check in the amount of \$70.00 (\$35.00 for filing fee of amendment and \$35.00 for filing of change of registered agent.)

Should you have any questions or concerns, please contact the undersigned.

Thank you for your attention to this matter.

Very truly yours,


Richard J. Adams, Jr., Esquire

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BEMAR INC.

Pursuant to the provisions of Section 607.1006, Florida Statute, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

1. ARNALDO GONZALEZ is removed as Director, President, Vice President, Secretary and/or Treasurer.
2. GABRIEL PAZ is added as President. His address is 7415 NW 54 Street, Miami, FL 33166.
3. NELSON PAZ is added as Vice - President. His address is 7415 NW 54 Street, Miami, FL 33166.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

- A. The ownership of common shares of all issued stocks are transferred by ARNALDO GONZALEZ to GABRIEL PAZ (50%) AND NELSON PAZ (50%).

THIRD: The date of each amendment's adoption: June 22, 2007.

FOURTH: Adoption of Amendment(s)

_____ The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

X 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 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 number of votes cast for the amendment(s) was/were sufficient for approval by

majority

Signed this 22 day of June 2007.

By: [Signature]
ARNALDO GONZALEZ (Director/President)