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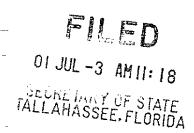
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| CORPORATION NAME(S) & DOCUMENT NUMBER | |
| 1. CASHELOW FINANC | (DOCUMENT #) |
| 2. | |
| (Corporation Name) | (Document #) |
| 3. (Corporation Name) | (Document #) |
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| NEW FILINGS AMENDM Profit Amendment | (Document #) Certified Copy Certificate of Status CETVED CETVED CENTS |
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CASHFLOW FINANCING INC.



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:

Mrs Delia Margarita Obispo has transferred 51% of her shares of stock in the Corporation to Constructora SIMA, a Venezuelan Corporation.

The shareholders of the corporation now are Constructora SIMA, with 51% of the shares and Mrs. Delia Margarita Obispo with 49% of the outstanding Shares of the Corporation.

Mrs. Delia Margarita Obispo. remains as President of the Board of Directors.

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: MAY 25, 2001

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 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 Mrs. Delia Margarita Obispo.

| The amendment(s) was/were adopted by the board of directors without areholder action and shareholder action was not required. |
|---|
| The amendment(s) was/were adopted by the incorporators without |
| areholder action and shareholder action was not required. |
| gned this 25 day of MAY of 2001 |
| gnature MA |
| (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) |

Mrs. Delia Margarita Obispo

(By an incorporator if adopted by the incorporators)

Typed or printed name

PRESIDENT
Title