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AMENDMENT SECTION DIVISION OF CORPORATIONS P. O. BOX 6327 TALLAHASSEE, FL 32314

000003991920--4 -04/11/01--01057--004 *****87.50 ******87.50

SUBJECT: "MEMORY ON-LINE CORP. "

ENCLOSED PLEASE FIND AN AMENDMENT TO ARTICLES OF INCORPORATION AND A CHECK IN THE AMOUNT OF \$ 87.50

From:

SECRETARY OF STATE DIVISION OF CORPORATIONS

OI APR | | PM 2: 50

KENDALL TAX ACCOUNTING CORP. 9745 SUNSET DRIVE – SUITE 201 MIAMI, FLORIDA 33173-4649 (305) 279-1411

> A mendment AFT 4-18-2001

SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

01 APR 11 PM 2: 50

ARTICLES OF INCORPORATION

OF

MEMORY ON-LINE CORP.

(Present name)

Pursuant to the provision of section 607.1006, Florida Statutes, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment (s) adopted:

ARTICLE IX:- Esther Nubia Jordan resigned as Secretary of the Corporation.

*MIGUEL D. MENESES is named the new Secretary of the Corporation

*Address: 13355 SW 9th Court H-211 Pembroke Pines, FL 33027

SECOND:

If an amendment provides for an exchange, reclassification of cancellation of issued shares, provision for implementing the amendment if not contained in the amendment itself, are as following:

ARTICLE X:- Esther Nubia Jordan resigned to her 40% of shares of the Corporation

*MIGUEL D. MENESES has now the 100% of shares of the Corporation

THIRD:

The date of each amendment's adoption: April 4th, 2001

FOURTH:

Adoption of Amendment (s) (check one)

- 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 approval.

Signed this 4th day of April, 2001.

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

(A director or incorporator if adopted by the directors or incorporators)

MIGUEL D. MENESES (Typed of printed name)

President/Secretary / Incorporator (Title)