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BASIC AMENDMENT

BEZENET HOLDINGS INC.

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*Amendment
3-6-01
DC*

3/5/01

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HO1- 23821

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
BEZENET HOLDINGS INC.
(Present Name of Corporation)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to it's articles of incorporation:

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

**ARTICLE 4 #1: CHANGE PRESIDENT TO - HOOPER J. ALLISON, 757 ARTHUR GODFREY ROAD, MIAMI BEACH, FLORIDA 33140
#2: CHANGE VICE-PRESIDENT TO - NEUSTEIN CHARLES, 757 ARTHUR GODFREY ROAD, MIAMI BEACH, FLORIDA 33140**

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: 3 / 6 /01

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 _____". (Voting group)
- The amendment(s) was/were adopted by board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

SIGNED THIS 6TH DAY OF MARCH , 2001. SIGNATURE:

(By the Chairman or Vice Chairman of the Board of Directors, President, Incorporator, Director, Registered Agent or other officer if adopted by the shareholders.)

**TYPED OR PRINTED NAME: BOSTICCO FABRIZIO
TITLE: PRESIDENT**

HO1- 23821

Prepared by Ace Industries, 54 NW 11th ST., MIAMI, FL 33136 (305) 358-2571.