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CR2E031(9/92)



•	ARTICLES OF AMENDMENT AND ARTICLES OF INCORPORATION OF
PEMB, INC	•
	(present name)
	P02000116583
•	(Document Number of Corporation (If known)

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: (indicate article number(s) being amended, added or deleted) ARTICLE V - THE NEW BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOW:

JAIME MEDINA, AS PRESIDENT, JUAN D. MEDINA, AS VICEPRESIDENT, ALICIA MEDINA, AS TREASURER, JAIME D. MEDINA AS SECRETARY, ALICIA O. MEDINA, AS DIRECTOR, AND JUAN D. MEDINA IN BEHALF BLASTINGMAR, S.A. A FOREIGN CORPORATION. ALL STOCKHOLDER LIVE IN THE SAME ADDRESS AT: 16314 N.W. 9 DRIVE., PEMBROKE PINES, FL 33028.

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:

JAIME MEDINA WITH 25 SHARES, JUAN D. MEDINA 25 SHARES, ALICIA MEDINA 25 SHARES, JAIME D. MEDINA 25 SHARES, ALICIA O. MEDINA 25 SHARES AND BLASTINGMAR, SA, A FOREIGN CORPORATION (COLOMBIA) 375 SHARES.

THIRD: T	he date of each amendment's adoption: 11/06/2002
	Adoption of Amendment(s) (CHECK ONE)
Ø	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):
. , 12	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
<u> </u>	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 incorporators without shareholder action and shareholder action was not required.
	Signed this
Signature	(B) the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	JAIME MEDINA
	(Typed or printed name)
	PRESIDENT
	(Title)