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**BASIC AMENDMENT**

**FAMA HOLDINGS INTERNATIONAL CORPORATION**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FAMA HOLDINGS INTERNATIONAL CORPORATION**

*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: Amendments adopted: November 15, 2005

Article VIII: Stocks Ownership

Name	Ownership
Frank Melendez	75%
Angela R Henrie	6%
Jaime A Castano	16%
Estelja Castano	3%

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SECOND: These Amendments were recommended by the board of directors to the Corporation's shareholders on November 15, 2005.

These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, FAMA HOLDINGS INTERNATIONAL CORPORATION, has caused these Articles of Amendments to be executed on this November 15, 2005.

FAMA HOLDINGS INTERNATIONAL CORPORATION

*Frank Melendez*  
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 FRANK MELENDEZ