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BASIC AMENDMENT
ZEMBUL-MENAHEN, INC.

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ARTICLES OF AMENDMENT

OF

ZEMBUL-MENAHEN, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGE OF ARTICLE No. VI

The Board of Directors and Shareholders shall be composed by
TWO (2) people whose names and address are:

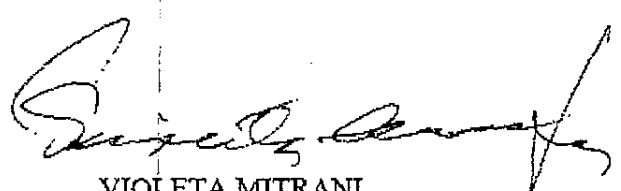
VIOLETA MITRANI PRESIDENT - 50% SHAREHOLDER
5161 COLLINS AVE.
SUITE 401
MIAMI BEACH, FL. 33140

OSMANY RODRIGUEZ V. PRESIDENT - 50% SHERAHOLDER
5161 COLLINS AVE.
SUITE 401
MIAMI BEACH, FL. 33140

THIRD: The date of these amendments adoption shall be November 23rd, 2004.
Resting Articles of Incorporation will remain unaltered.

FOURTH: The shareholder approved the amendments adopted. The number
of votes cast for these amendments were sufficient for approval.

Signed this 23rd of November, 2004


VIOLETA MITRANI
President

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