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BASIC AMENDMENT

VENEFACOR 2000 CORPORATION

Certificate of Status	0
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ARTICLES OF AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF

VENEFACOR 2000 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(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

EFFECTIVE FEBRUARY 01 2005, SANCHEZ LUIGI OF 3057 NW 82 AVENUE MIAMI FL 33122 IS DESIGNATED VICE-PRESIDENT AND CASTILLO RAUL OF 3057 NW 82 AVENUE MIAMI FL 33122 IS DESIGNATED PRESIDENT OF THIS CORPORATION.

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: 02/01/2005

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

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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.

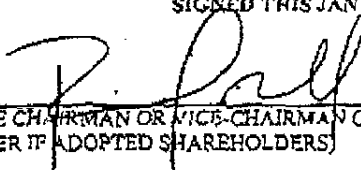
BY _____
(VOTING GROUP)

THE AMENDMENT(S) WAS/ WERE ADOPTED BY THE BOARD OF DORECTORS 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 JANUARY 01 2005

SIGNATURE


(BY THE CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD, PRESIDENT OR OTHER OFFICER IF ADOPTED SHAREHOLDERS)

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

(TYPED OF PRINTED NAME)
RAUL CASTILLO- PRESIDENT

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