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BASIC AMENDMENT

VENEFACOR 2000 CORPORATION

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VENEFACOR 2000 CORPORATION

FILED
05 JUL 13 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

EFFECTIVE JULY 01, 2005, LUIGI SANCHEZ OF 3057 NW 82 AVENUE MIAMI, FL 33122 IS RESIGNS AS VICE-PRESIDENT.

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: 07/01/2005.

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 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 JULY 01, 2005

SIGNATURE

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

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

(TYPED OR PRINTED NAME)
RAUL CASTILLO- PRESIDENT

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