

P05000164138

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ZAIN'S WORLD, INC.

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Amend @ 2.1.06

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ZAIN'S WORLD, INC
Doc. No.: P05000164138

FILED
06 FEB -7 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZAIN'S WORLD, INC

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:

- A) Article VIII is hereby amended to change the Corporation's Principal Office and Mailing Address to:

6301 Collins Avenue, Suite 2807, Miami Beach, FL 33141

- B) Article X is hereby amended to change the address of Corporation's Initial Officers and Directors to:

Director/President/Secretary:

Steve Savage
6301 Collins Avenue, Suite 2807
Miami Beach, FL 33141

Director/Vice-President/Treasurer:

Gina Babb
6301 Collins Avenue, Suite 2807
Miami Beach, FL 33141

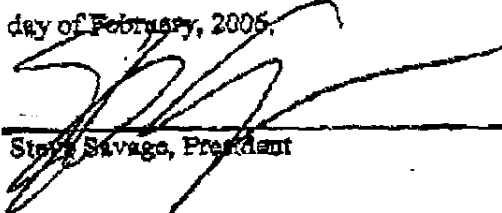
SECOND: The date of the adoption of the aforementioned amendments is February 3, 2006.

THIRD: Adoption of Amendment

~~XXXX~~ The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 7th day of February, 2006.

Signature:


Steve Savage, President