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John J. Tulip 6741 Hidden Creek Boulevard St. Augustine, FL 32085-3765 (904)794-2736

April 25, 2003

Department of State Division of Corporations Amendment Section P. O. Box 6327 Tallahassee, FL 32314

Attached are the Articles of Amendment for:

Ventana Finance Corp.
Ventana Holding of North America Corp.
Ventana of South America Corp.

Enclosed, also, is check number 3184 for \$105.00 to cover all three corporations at \$35 each.

Thank you,

John J. Tulip

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Ventana Finance Corp.

(present name)

P99000111544

(Document Number of Corporation (If known)

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)
ARTICLE III: SHARES, of the above referenced corporation is hereby amended as follows:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two Million (2,000,000) shares

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:

N/A

THIRD: T	he date of each amendment's adoption: December 30, 2002
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
ū	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)
ū	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 30th day of December 2002
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	John J. Tulip
	(Typed or printed name)
	incorporator
	(Title)