H36843

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AMEND
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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

July 7, 2004

Re: Articles of Amendment to Articles of Incorporation of JRL Ventures, Inc.
Document No: H36843

Dear Sir or Madam:

Enclosed for filing please find an original Articles of Amendment to Articles of Incorporation of JRL Ventures, Inc. (Document No: H36843) along with our firm's check in the amount of $35.00 for the filing fee.

Should you have any question, please do not hesitate to contact our office.

Very truly yours,

Amy S. Alexander
ASA:tlg

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF JRL VENTURES, INC.

1. The following provisions of the Articles of Incorporation of JRL VENTURES, INC., a Florida corporation, filed with the Secretary of State on December 31, 1984, is hereby amended pursuant to Article 9 of the Articles of Incorporation as follows:

ARTICLE 3. Capital Stock

3.1) Number of Authorized Voting Stock. The aggregate number of Voting Shares that the Corporation shall have the authority to issue of Voting Stock is 100,000 shares, having a par value of $1.00 per share.

3.2) Number of Authorized Non-Voting Stock. The aggregate number of Non-Voting Shares that the Corporation shall have the authority to issue of Non-Voting Stock is 100,000 shares, having a par value of $1.00 per share. Article 3.3 "Right and Method of Voting" shall not apply to the Non-Voting Stock.

3.3) Right and Method of Voting. At every meeting of the stockholders, every holder of Voting Stock of the Corporation shall be entitled to one (1) vote for each share of Voting Stock in his/her/its name on the books of the Corporation. Stockholders shall not be permitted to vote Non-Voting Shares under any circumstance unless specifically authorized herein, by the ByLaws of the Corporation, or by Florida Statutes § 607.0101 et. seq. (and as amended in the future). At each election for Directors, every holder of the Voting Stock of the Corporation shall have the right to vote, in person or by proxy, the number of Voting Stock Shares owned by him/her/it for as many persons as there are Directors to be elected and for whose election he/she/it has a right to vote, or to cumulate his votes giving one candidate as many votes as the number of Directors multiplied by the number of his Voting Stock Shares, or by distributing such votes on the same principal among any number of the candidates.

3.4) Payment for Shares. The consideration for the issuance of Voting Stock or Non-Voting Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or partial payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for Voting and Non-Voting Stock shall be conclusive.

3.5) Issuance of Shares. The Board of Directors shall have the right to issue shares of the Corporation. Shares may be issued for consideration, as set forth above in Article 3.4. Prior to the issuance of Shares the Board of Directors must first determine that the consideration is adequate.

3.6) Dividends. The holders from time to time of the Voting and Non-Voting Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property or in the same type of shares that the shareholder of the Corporation currently owns.

3.7) Rights of Shareholders. The rights of the Shareholders shall be the same for Voting Stock Shareholders and Non-Voting Stock Shareholders except as set forth in this article. Non-Voting Stock Shareholders shall not have the right to vote on any corporate matter with regard to the number of Non-Voting Stocks held, unless specifically permitted herein, under the ByLaws of the Corporation or in Florida Statutes § 607.0101 et. seq. (and as amended).

ARTICLE 9
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation assigns to the Board of Directors the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to reservations.

2. The foregoing amendment was approved by the Board of Directors and the shareholders of the Corporation on June 29, 2004. The number of votes cast for the amendment was sufficient for approval.

3. The remainder of the Articles of Incorporation filed on December 31, 1984 shall remain in full force and effect.

Signed this 29 day of June, 2004.

J. Robert Long, Jr., President

SEAL

Karen Long, Secretary

Karen Long, Treasurer

F. Steven Herb, Esq. Attorney for the Corporation

J. Robert Long, Jr. ________ Shareholder

Karen Long ________ Shareholder

J. Robert Long, Jr. as President of Corporation ________ Corporation Shares

Filing fee for Amendment to Articles of Incorporation: $ 35.00