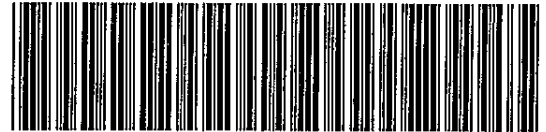


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(Requestor's Name)

(Address)

(Address)



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07/07/04--01033--004 **35.00

Debbies Accounting Service, Inc
1821 Parental Home Rd. Suite #7
Jacksonville, FL 32216

904-733-4547

(Document Number)

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TALLAHASSEE, FLORIDA

7/15/04
Amend
B

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Alton Services, Inc.**

FILED
04 JUL -7 AM 10:22
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

ARTICLE VI – BOARD OF DIRECTORS

This corporation shall have three directors. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-laws. The name and address of the new directors of this corporation are:

NAME/SS#/TITLE	ADDRESS
Alton, Ernest President, Vice President, Secretary, Treasurer	1613 E. Church St. Jacksonville, FL 32216 (80% Ownership)
Rothenberg, Joel Director	379 NE Gardenia Way Maddison, FL 32340 (10% Ownership)
Scott, Steven P Director	5611 Forrest Drive Orange Park, FL 32065 (10% Ownership)

The share of ownership has changed. Joel Rothenberg now owns 10% of this company.
Steven Scott now owns 10% of this company.


SECOND: The date of each amendment's adoption: 07/15/04

FOURTH: Adoption of Amendment(s)

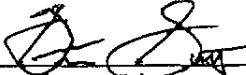
The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30th day June, 2004

I accept the position and understand the responsibilities of Director 10% Owner

Signature 
Joel Rothenberg, Director

I accept the position and understand the responsibilities of Director 10% Owner

Signature 
Steven Scott, Director

I accept the fact that I'm adding two officers to my corporation:

Signature 
Ernie Alton President

Return Address: P. O. Box 16952
Jacksonville, FL 32245-0652