

Special Instructions to Filing Officer:

Office Use Only



10/28/04--01011--Q11 **37.50

Amend

FILED
04 OCT 28 AM 3:11
FBI - NEW YORK

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

FILED
04 OCT 28 14 00 41
CLERK OF DISTRICT COURT
JACKSONVILLE, FL 32202

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 (90% Ownership)
Rothenberg, Joel Director	379 NE Gardenia Way Maddison, FL 32340 (10% Ownership)

The share of ownership has changed. Steven Scott is being removed from this corporation and now owns 0% of this company. Ernest Alton is changing his percentage of ownership from 80% to 90%.

SECOND: The date of each amendment's adoption: 11/10/04

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 24th day October, 2004


I accept that I'm being removed from the corporation and do not own any shares.

Signature


Steven Scott, Ex-Director

I accept the fact that I'm removing a officer of this corporation and that I'm gaining 10% of this corporation;

Signature


Ernie Alton President

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