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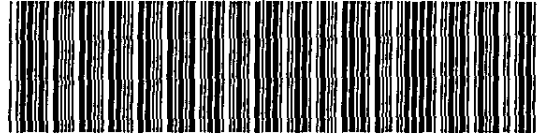
(Business Entity Name)

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10/28/04--01011--011 \*\*37.00

*Amend*

FILED  
04 OCT 28 10 58 AM '04  
RECEIVED  
OCT 28 2004

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

FILED  
04 OCT 28 11 09 AM  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS, TEXAS

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 24<sup>th</sup> 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 an 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