

PO2000075993

(Manufacturer's Name)

- Ruby Stone Inc.
8800 Arlington Expressway
- Jacksonville, FL. 32211.

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

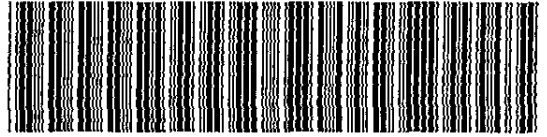
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO2000075993
3rd Amend
1-29-03

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

RUBY STONE INC.

8800) ARLINGTON EXPRESS WAY JACKSONVILLE, FL. 32211.
(present name)

P02000075993
(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 II: Mailing Address 8800 Arlington Expressway
Jacksonville, Florida. 32211

ARTICLE III: Ten Thousand shares of Common stock at non par value

RUBEN MOSCOSO Shares of Stock 68%
RUBEN MOSCOSO JR Shares of Stock 15%
FANNY MOSCOSO SHARES OF STOCK 15%
FABIAN MOSCOSO Shares of Stock 1%
JORGE LUNA Shares of Stock 1%

ARTICLE V : RUBEN MOSCOSO PRESIDENT
3501 Townsend Blvd Suite 164
Jacksonville, Fl. 32277
RUBEN MOSCOSO JR VICE PRESIDENT.
3501 Townsend Blvd. Suite 164
JACKSONVILLE, Fl. 32277

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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: TEN THOUSAND SHARES OF COMMON STOCK AT NON PAR VALUE.

RUBEN MOSCOSO: SHARES OF STOCK 68%
RUBEN MOSCOSO: shares of stock 15%
RUBEN MOSCOSO: shares of stock 15% (Junior)
FANNY MOSCOSO: Shares of Stock 1%
FABIAN MOSCOSO: Shares of Stock 1%
JORGE LUNA : Shares of Stock 1%

THIRD: The date of each amendment's adoption: January , 2 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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)

- 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 23 day of January, 2003.

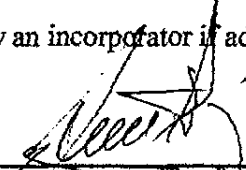
Signature _____
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

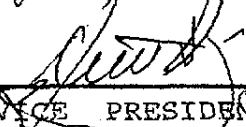
(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

X 

(Typed or printed name)
RUBEN MOSCOSO

X 

(Title)
VICE PRESIDENT