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Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: CORPORATION - Barrys Vending, Inc.

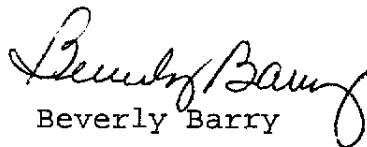
Dear Sir:

Enclosed please find one original and one copy of Articles of Amendment for the above corporation.

Also find enclosed our check in the amount of \$35.00 to cover the filing fee costs. Please mail the papers to the following address:

Barrys Vending, Inc.
4619 Brandy Oak Court
Jacksonville, Florida 32257

Very truly yours,


Beverly Barry

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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BARRYS VENDING, INC.

Pursuant to the provisions of section 607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article IX and X, as per attachment

SECOND: The date of adoption of the amendment(s) was:
September 30, 2004

THIRD: Adoption of Amendments (CHECK ONE)

X The amendments were approved by the shareholders.
The number of votes cast for the amendments was
sufficient for approval.

_____ The amendments were approved by the shareholders
through voting groups.

_____ The amendments were adopted by the board of
directors without shareholder action and shareholder
action was not required.

_____ The amendments were adopted by the incorporators
without shareholder action and shareholder action
was not required.

Dated 10/1, 20 04

BARRYS VENDING, INC.

Corporation Name

By Beverly Barry
(Chairman, Vice Chairman, President or other officer)

BEVERLY BARRY

Typed or printed name

VICE - PRESIDENT

Title

BARRYS VENDING, INC.

ARTICLE IX - SHALL BE AMENDED AS FOLLOWS:

The names and street addresses of the members of the Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BEVERLY BARRY	4619 BRANDY OAK COURT JACKSONVILLE, FLORIDA 32257

ARTICLE X - SHALL BE AMENDED AS FOLLOWS:

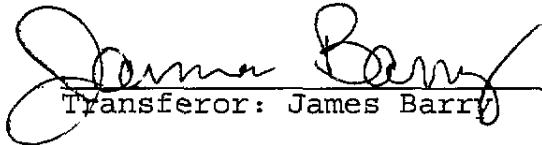
The following shall hold office named until their successors shall be regularly elected and shall be qualified:


<u>NAME</u>	<u>ADDRESS</u>
BEVERLY BARRY - PRES., VICE-PRES., SEC., TREAS.	4619 BRANDY OAK COURT JACKSONVILLE, FLORIDA 32257

FOR VALUE RECEIVED, the undersigned, James Barry, of Barrys Vending, Inc. hereby sells, assigns and transfers to Beverly Barry, an individual and its successors and assigns 245 shares of the common stock of Barrys Vending, Inc., which constitutes 49% of the common stock outstanding, represented by Certificate No. 3, inclusive, standing in the name of the undersigned in the books of said company.

The undersigned also hereby irrevocably constitutes and appoints Jim D. Fischer, attorney in fact, to transfer the said stock on the books of said company with full power of substitution in the premises.

Signed this 1st day of October, 2004.


Transferor: James Barry


Transferee: Beverly Barry

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