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(Requestor's Name)



MORGAN BEAUMONT, INC.

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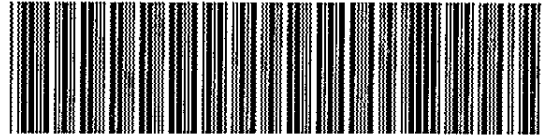
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MORGAN BEAUMONT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of MORGAN BEAUMONT, INC., a Florida Corporation, effective with the Secretary of State on November 11, 2002, are amended, effective November 11, 2002, as follows:

ARTICLE IV of the Articles of Incorporation is hereby amended to add the following provision that shall read as follows:

"ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100,000,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

2. The foregoing amendment was adopted by the Directors and Shareholders of the corporation on November 11, 2002.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Article of Amendment this _____ day of November, 2002.



Clifford Wildes, President