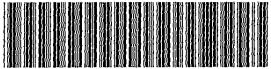
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1Ps 9/17/03

September 12, 2003

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

To whom it may concern:

Enclosed please find the amendment to the corporation of Riley Enterprises Inc. The document number of the corporation is P03000015888.

The amendment states the resignation of Danielle Young from the position of Vice President and that position to be filled by myself, Jason R. Young.

I can be reached at

512 Eagle Circle Casselberry, FL 32707

(407)657-7261

Thank you,

Jason R. Young

President, Vice-President, Secretary, and Treasurer of Riley Enterprises, Inc.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

03 SEP 15 AM 9: 48

RILEY ENTERPRISES, INC.

PO3000015888 (Document Number of Corporation (II known)

(present name)

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)

DANIELLE YOUNG IS RESIGNING AS VICE

PRESIDENT OF RILEY ENTERPRISES EFFECTIVE

9/12/2003. JASON YOUNG, WHO IS PRESIDEN

OF RELEY ENTERPRISES, WILL REPLACE

DANIELLE YOUNG AS VICE PRESIDENT.

JASON YOUNG IS FAMILIAR AND

ACCEPTS THE OBLIGATIONS OF THE

POSITION OF VICE PRESIDENT.

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:

THIRD: The date of each amendment's adoption: $\frac{9}{12} = \frac{3}{2003}$.	
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.	
Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)	
(Typed of printed name)	
President (Tille)	