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1.) Cleo Willis Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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ARTICLES OF AMENDMENT

OF

CLEO WILLIS, INC.

CLEO WILLIS, INC., a Florida corporation, under its corporate seal and the hands of its President, Cleo Willis, hereby certifies that:

The Board of Directors of CLEO WILLIS, INC., at a meeting called and held on December 24, 2003, adopted the following resolution:

"BE IT RESOLVED by the Board of Directors of CLEO WILLIS, INC., a Florida corporation, that said board deems it advisable and hereby declares it to be advisable that the Articles of Incorporation be amended, changed and altered by adding Articles VI and VII to read as follows:

ARTICLE VI - DIRECTOR

The name and address of the initial director of this corporation is:

Name:	Address:
CLEO WILLIS	1702 Williams Road Plant City, Florida 33565

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of this corporation are:

Name	Address:	Office:
CLEO WILLIS	1702 Williams Road Plant City, Florida 33565	President / Vice President & Treasurer
JUDY R. WILLIS	1702 Williams Road Plant City, Florida 33565	Secretary

BE IT FURTHER RESOLVED by said Board of Directors that a special meeting of the stockholder of record entitled to vote, for the consideration of said amendment, be and the same is hereby called to be held at 1702 Williams Road, Plant City, Florida 33565, on December 24, 2003, at 11:00 o'clock A.M."

The meeting of the stockholder of the corporation called by the Board of Directors as aforesaid was held on December 24, 2003, at 11:00 o'clock A.M., at 1702 Williams Road, Plant City, Florida 33565, and at

said special meeting of the stockholder, said amendment of the Articles of Incorporation was duly adopted by the vote of the stockholder.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to be signed in its name, by the President, this 24th day of December, 2003.

(CORPORATE SEAL)

CLEO WILLIS, INC.

By: Cleo Willis
Cleo Willis, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of December, 2003, by CLEO WILLIS, President of CLEO WILLIS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.



Carol D Spring
Notary Public,
State of Florida at Large
My Commission Expires: 4-18-2004
Carol D Spring
Printed Name of Notary Public