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Fax Number : (850)205-0380

From:

Account Name : THE BUSINESS LAW GROUP
Account Number : I20000000233
Phone : (407)835-1234
Fax Number : (407)425-0032

BASIC AMENDMENT

RAVEN ANIMATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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Amend
10/5/04

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
RAVEN ANIMATION, INC.

RAVEN ANIMATION, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

ARTICLE III
Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be Six Hundred Million (600,000,000) shares of common stock at \$3.0001 per value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the Corporation upon liquidation or dissolution.

2. The foregoing Amendment was adopted on October 1, 2004, by the duly authorized vote of the majority shareholders of the Corporation. Except as amended hereby, the rest and remainder of the Corporation's Articles of Incorporation shall be and remain in full force and effect. The number of votes cast by the majority shareholders for the Amendment was sufficient for approval by the shareholders.

3. This Amendment shall become effective as of October 4, 2004.

Dated this 4th day of October, 2004.

RAVEN ANIMATION, INC.

By:

Joe DiFrancesco, Director

By:

Michael Gibilisco, Director

By:

Bernadette DiFrancesco, Director

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