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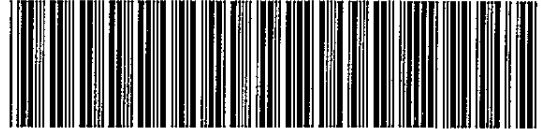
(Business Entity Name)

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FILED
03 AUG 27 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a/H
AA

MICHAEL D. HYMAN,
Attorney at Law
11601 Biscayne Boulevard – Suite 201
Miami, Florida 33181
Telephone 305.893-9270 Fax 305.893-6696

August 25, 2003

Via Federal Express

Offices of the Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Amendments

Re: Distribution Management Services, Inc.

Gentlemen:

I am enclosing herewith original and one copy of *Articles of Amendment to Articles of Incorporation of Distribution Management Services, Inc.*

I am also enclosing a check for \$35.00 to cover the cost of filing the above.

Kindly return the stamped in copy in the Federal Express prepaid envelope provided.

Thank you for your courtesy and cooperation in expediting the above filing.

Very truly yours,



MICHAEL D. HYMAN

MDH:mc
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DISTRIBUTION MANAGEMENT SERVICES, INC.

03 AUG 27 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Pursuant to the provisions of action 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:*

Article III is deleted in its entirety and substituted with the following:

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 50,000,000 shares of Capital Stock as follows:

(a) 50,000,000 shares of common stock, having a par value of \$.001 per share.

ARTICLE XV. AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by *Section 607.0901* of the *Florida Business Corporation Act*, as amended from time to time, relating to affiliated transactions.

ARTICLE XVI. CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by *Section 607.0901* of the *Florida Business Corporation Act*, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by Resolutions of the Board of Directors dated August 22, 2003, and by consent of the shareholders dated August 22, 2002, representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof

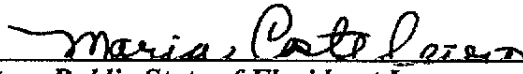
and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to *Sections* 607.0704 and 607.0821.

Dated this 26 day of August, 2003.


Leo Greenfield, President

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26 day of August, 2003, by Leo Greenfield as President of Distribution Management Services, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me and did take an oath.


Notary Public State of Florida at Large
My Commission Expires:

