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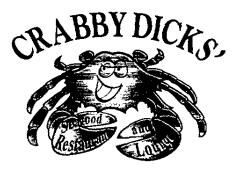
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SECRETARY OF STATE
ALLAHASSEE, FLOREIL

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712 DUVAL STREET KEY WEST, FL 33040



(305) 294-7229 FAX (305) 294-5472

December 17, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amending Articles of Incorporation for a profit corporation: Mr. Oyster Inc.

Dear Ladies/Gentlemen:

Please find attached the amending forms for changing officers of the above referred to corporation.

Deletion of:

Ferrini, Steven - Vice President

Smith, James - Vice President

Addition of:

Nalley, Meda - Secretary/Treasurer

Date of amendment's adoption: April 26,2002

We are enclosing the filing fee of \$35.00 for this amendment.

Sincerely,

MR. OYSTER, INC.

John G. Stone President

enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Mr. Oyster, Inc.			
-	(present name)	
	P96000093689		
	(Document Number of Corpo	ration (If known)	

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)

Deletion of Officer(s): Ferrini, Steven - Vice Pres. (VP) Smith, James - Vice Pres. (VP)

Addition of Officer(s): Meda Nalley - Secretary/Treasurer

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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: April 26, 2002			
	: 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.			
Z	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	Signed this			
Signature_	Raku H Stone			
-	(By/the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
	OR			
	(By a director if adopted by the directors)			
	OR.			
	(By an incorporator if adopted by the incorporators)			
	John G. Stone			
	(Typed or printed name)			
	President Incorporato			
	(Title)			