

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY /AZH
Account Number : I20000000195
Phone : (850) 521-1000
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BASIC AMENDMENT

ROANOKE TECHNOLOGY CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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Amend
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ROANOKE TECHNOLOGY CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Roanoke Technology Corp (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment I - Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be five billion (5,000,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights and one hundred million (100,000,000) shares of Class A Common Stock at a par value of \$.0001 per share. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

The Class A Common stock shall have the right to vote at the rate equivalent to (10) shares of common stock for each share of Class A Common Stock held. The Board of Directors is authorized to fix the number of shares of and to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon the Class A Common Stock.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 20, 2004.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

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The undersigned executed this document on the date shown below.

By: David L. Smith, Jr.

Name: David L. Smith, Jr.

Title: President/Director

Date: 5-20-04

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