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BASIC AMENDMENT

RAGIN' RIBS, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 4, 2004

RAGIN' RIBS, INC.
P. O. BOX 14414
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION, AS AMENDED
OF
RAGIN' RIBS, INC.

The Articles of Incorporation, as amended, of Ragin' Ribs, Inc., a Florida corporation (the "Corporation") are hereby amended as follows:

Article 7.1 is deleted in its entirety and substituted by the following:

Article 7.1 The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 60,000,000 shares of capital stock consisting of 50,000,000 shares of common stock, par value \$0.00 per share and 10,000,000 shares of blank check preferred stock, par value \$0.00 per share.

The blank check preferred stock may be created and issued from time to time in one or more series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional and/or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given and as previously provided in the Corporation's Articles of Incorporation, as amended.

Of the 10,000,000 shares of blank check preferred stock, the Board of Directors of the Corporation desires to determine and fix the rights, preferences, privileges and restrictions relating to a series of said preferred stock to be designated "Class "A" Preferred Stock" totaling 40,000 shares, and hereby fixes and determines the designations, rights, preferences, privileges and restrictions relating to the Class "A" Preferred Stock as follows:

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1. Designation and Number of Shares. A total of 40,000 shares of the Corporation's blank check preferred stock shall be designated as "Class "A" Preferred Stock."
2. Dividends. The holders of shares of the Class "A" Preferred Stock will receive an annual dividend rate of 8% (based on purchase price per share), cumulative, payable quarterly in shares of Class "A" Preferred Stock.
3. Liquidation, Dissolution or Winding Up. The holders of shares of the Class "A" Preferred Stock will not be entitled to any preference in the event of liquidation, dissolution or winding up of the Corporation.
4. Voting Rights. The holders of shares of the Class "A" Preferred Stock shall not be entitled to any voting rights as to any shares of Class "A" Preferred Stock owned by such holder.
5. Conversion Rights. Holders of the Class "A" Preferred Stock will have the right, at their option, six months after their payment for such Class "A" Preferred Stock to convert to common stock of the Corporation based on: (i) a 50% discount to the 30-day average closing price immediately prior to the conversion date when the Corporation's shares become publicly trading; or (ii) on a one for ten basis, whereby the holder will receive ten common shares of the Corporation for each preferred share converted during the time the Corporation remains private. The holder will receive piggyback rights and if conversion occurs where the common stock becomes free trading as a result of the piggyback rights, the discount will be 50% to the 30-day average closing price immediately prior to the conversion date.
6. Miscellaneous. The Class "A" Preferred Stock have no pre-emptive rights.

The amendment was approved by a vote of the holders of a majority of the Company's issued and outstanding common stock. The number of votes cast for the amendment was sufficient for approval.

Dated: February 3, 2004


Paul Smith, President