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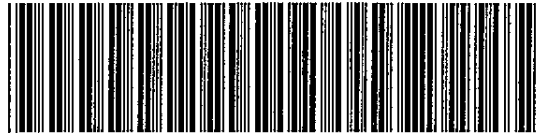
(Business Entity Name)

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11/29/04--01033--008 \*\*43.75

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TALLAHASSEE, FLORIDA

Amend / cc  
Cla 12/6/04

JOHN MOXLEY, P. A.  
ATTORNEY AT LAW  
2320 NORTHEAST 2ND STREET, SUITE 4  
OCALA, FLORIDA 34470

TELEPHONE (352) 732-8085  
FAX (352) 732-1686

November 24, 2004

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

FILED  
04 NOV 29 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Amended Articles of Incorporation

Dear Sir/Madame:

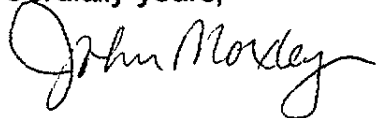
In reference to the above, I am enclosing herewith the following for filing:

1. Two original "Amendment to Articles of Incorporation of Harbisonbilt, Inc."  
(I would appreciate your certifying and returning one of the Amendments.)
2. Copy of the Minutes of the Special Meeting of Board of Directors and  
Shareholders of Harbisonbilt, Inc.
3. Check payable Secretary of State/Division of Corporations in the sum of  
\$43.75 as follows:

Amendment to Articles of Incorporation	\$ 35.00
Certified Copy	<u>8.75</u>
	\$ 43.75


Thank you for your services in this regard.

Cordially yours,



John Moxley

JM/lis

APPROVED IN HIS ABSENCE  
TO AVOID DELAY 

**AMENDMENT TO**  
**ARTICLES OF INCORPORATION**  
*of*  
**HARBISONBILT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Corporation desiring to amend its Articles of Incorporation, state:

***I.***

The name of the Corporation is HARBISONBILT, INC.

***II.***

At a Special Meeting of the Board of Directors and Shareholders of the Corporation of October 29, 2004, the following resolution was presented to the shareholders of the Corporation on recommendation of the Board of Directors:

A. Resolved that the common shares of the Corporation's stock be increased by Thirty million (30,000,000) shares.

***III.***

The resolution was passed by a majority of the Stockholders of the Corporation at which a quorum was present at the meeting, all in compliance with the Corporation's Articles of Incorporation.

***IV.***

The officers of the Corporation were further authorized to take such action to file the Amendment with the Secretary of State, Division of Corporations, State of Florida.

A certified copy of the Minutes of the Special Meeting of the Corporation held on October 29, 2004, is attached hereto.

Wherefore, it is requested that the Corporation' authorized shares of common stock be increased by Thirty Million (30,000,000) shares.

Dated this 29 day of October, 2004.

Attested by:

Gerald Troy HARBISON/President  
Gerald Troy HARBISON, President

Velma J. HARBISON  
VELMA T. HARBISON, Secretary

MINUTES OF THE SPECIAL MEETING  
OF BOARD OF DIRECTORS and SHAREHOLDERS OF HARBISONBILT, INC.

October 29, 2004

The following, being all of the members of the Board of Directors and the following Shareholders of the Corporation, were present at the meeting:

1. Noel G. Harbison, Director/Shareholder
2. Velma T. Harbison, Director/Shareholder
3. Gerald Troy Harbison, Director/Shareholder

Other Shareholders:

4. John Moxley and Judith Moxley
5. Jerry W. Cummings
6. Robert H. Peters
7. Richard Giovannell
8. Jessie D. Harris
9. Allen Treffeisen and Shirley Treffeisen
10. Robert F. Meyers
11. Ethel H. Teuton
12. Hugh McPherson, as Trustee of the Hugh McPherson Revocable Trust
13. Stephen G. Urnowey
14. Karl Neufeld

Troy Harbison chaired the meeting and presented the following resolution recommended by the Board of Directors:

RESOLVED, that the common shares of the Corporation's stock shall be increased by Thirty Million (30,000,000) shares.

It was moved and seconded to adopt the above resolution amending the Articles of Incorporation of Harbisonbilt, Inc. and further authorizes the officers of the Corporation to file the amendment with the Secretary of State, Department of Corporations.

The motion was adopted by a majority of all of the Shareholders of the Corporation.

There being no further business to come before the meeting, the same was adjourned.

Dated this 29 day of October, 2004.

Velma T. Harbison, Secretary  
Velma T. Harbison, Secretary

I hereby certify that the above and foregoing is a true and correct copy of the minutes of the Special Meeting of the Board of Directors and Shareholders held on October 29, 2004.

Troy Harbison, President  
Troy Harbison, President