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Division of Corporations

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**BASIC AMENDMENT
TRADER'S COOPERATIVE, INC.**

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 11, 2005

TRADER'S COOPERATIVE, INC.
200 S. HOOVER BLVD., BLDG. 201, STE. 140
TAMPA, FL 33609

SUBJECT: TRADER'S COOPERATIVE, INC.
REF: P99000082323

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRADER'S COOPERATIVE, INC.**

Document Number P99000082323

On January 3, 2005 the Board of Directors of TRADER'S COOPERATIVE, INC. passed a resolution that Article V of the Articles of Incorporation be amended. On January 3, 2005, a majority of the Shareholders adopted the recommendation of the Company's Board of Directors and by consent, approved this Amendment to the Articles of Incorporation of TRADER'S COOPERATIVE, INC. The corporation is filing these Articles of Amendment to the Articles of Incorporation, pursuant to F.S. 607.1006.

1. The name of the corporation is TRADER'S COOPERATIVE, INC.
2. Article V of the Articles of Incorporation of TRADER'S COOPERATIVE, INC. shall be amended as follows:

ARTICLE V.

The corporation is authorized to issue two classes of shares, 7,000,000 (\$0.001 par value) Common and 1,000,000 (\$0.001 par value) Preferred shares as follows:

VOTING SHARES: The Corporation shall have 7,000,000 shares of \$0.001 par value voting stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

PREFERRED SHARES: The Corporation shall have the right to issue One Million, \$0.001 par value Preferred shares.

Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series. The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

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(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this ARTICLE or any resolution adopted by the board of directors pursuant to this ARTICLE.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

The shares of stock, whether common or preferred, may be issued for such consideration having a value not less than par value of the share issued therefore as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

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SECOND: The date of adoption of this amendment by the shareholders of this corporation is: January 3, 2005 and shall become effective upon filing with the Secretary of State of Florida.

THIRD: This amendment to the Articles of Incorporation of the Corporation has been duly adopted in accordance with the provisions of the Florida Business Corporation Act. A majority of the shares entitled to vote executed a Statement of Consent to Action by the Shareholders of the Company in accordance with the provisions of the Florida Business Corporation Act. The number of shares voted in favor of the Amendment was sufficient to pass the action.

IN WITNESS WHEREOF the undersigned, the Vice-President of the Corporation, have executed this Amendment to the Articles of Incorporation this 4th day of January, 2005.


Eric Badilla, Vice President