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DIVISION OF CORPORATIONS

BASIC AMENDMENT

RAVEN MOON ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
RAVEN MOON ENTERTAINMENT, INC.

RAVEN MOON ENTERTAINMENT, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Section 1(a) of Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be Two Hundred Million (200,000,000) shares of common stock at \$.0001 par value per share and five (5,000,000) million shares of preferred stock at \$.0001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

2. The foregoing Amendment was adopted on September 12, 2003, by the duly authorized vote of the majority shareholders of the Corporation. Except as amended hereby, the rest and remainder of the Corporation's Articles of Incorporation shall be and remain in full force and effect. The number of votes cast by the majority shareholders for the Amendment was sufficient for approval by the shareholders.

3. This Amendment shall become effective as of September 12, 2003.

Dated this ¹²12 day of September, 2003.

RAVEN MOON ENTERTAINMENT, INC.

By: _____

Joey DiFrancesco, President