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RAVEN MOON ENTERTAINMENT, INC.

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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:

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.

1. Authorized Stock. This Corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock that the Corporation shall have authority to issue is 30,000,000,000 shares with a par value of \$.0001 per share.

2. The foregoing Amendment was adopted on May 5, 2006, 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 May 30, 2006.

Dated this 5th day of May, 2006.

RAVEN MOON ENTERTAINMENT, INC.

By: 

Joey DiFranco, President

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May 8 2006 14:35 P.03

**SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
RAVEN MOON ENTERTAINMENT, INC.
May 5, 2006
1:45 PM (EST)**

A special meeting of the Board of Directors of Raven Moon Entertainment, Inc. was held at the Offices of Raven Moon Sales, 2005 Tree Fork Lane, Suite 101, Longwood, FL 32750. Those in attendance were:

Directors: Joey DiFrancesco, Chairman,
Bernadette DiFrancesco
Via Phone: Robert McCarthy Larry Oakley
Jan Battenberg
Guests: David Mousery, Mike Gibilisco, Janet Serluco

This special meeting of the Board of Directors was called to order at 1:45 PM. Motions were made by Bob and seconded by Jan to waive the notice of meeting. Bernadette made a motion to waive the reading of the prior Board of Directors meeting minutes and it was seconded by Larry. The motions carried.

NEW BUSINESS. Joey informed the Board the purpose of this special meeting was to discuss items relative to the company's common stock.

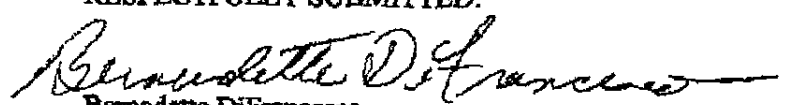
The following resolution was passed.

1. **BE IT RESOLVED**, that because of the requirements made by the warrant program and S-8 compensation, the Board of Directors recommends to shareholders that the authorized shares of Raven Moon Entertainment common stock be increased to 30 Billion shares.

As this meeting was held, it was determined that there is no new business to come before the Board necessitating the previously scheduled meeting of May 11, 2006. Therefore, Joey made a motion and Bernadette seconded and all approved, that the next meeting of the Board of Directors will be held on Wednesday, May 31 at 2:00 PM(EST) at the above office.

There being no further business to come before the Board, a motion to Adjourn was made by Joey, seconded by Bob, and carried. The meeting was adjourned at 2:05 pm EST.

RESPECTFULLY SUBMITTED:


Bernadette DiFrancesco
Secretary, Raven Moon Entertainment, Inc.

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**SPECIAL MEETING OF SHAREHOLDERS OF
RAVEN MOON ENTERTAINMENT, INC.**

**May 5, 2006
2:08 PM (EST)**

A special meeting of shareholders of Raven Moon Entertainment, Inc. was called to order at the Offices of Raven Moon Sales, 2005 Tree Fork Lane, Suite 101, Longwood, FL 32750. A Quorum representing 51% of the voting stock in the company was present. Those in attendance were:

Directors: Jocy DiFrancesco, Chairman,
Bernadette DiFrancesco
Via Phone: Robert McCarthy Larry Oakley
Jan Battenberg
Shareholders: David Mouery, Mike Gibilisco

Larry made a motion to waive notice of meeting and the reading of the previous meeting minutes. Jan seconded. The motion carried.

Jocely made a motion to adopt the following resolution recommended in the immediately preceding special Board of Directors meeting. Mike seconded the motion and it carried unanimously.

BE IT RESOLVED, that the shareholders accept the recommendation of the Board of Directors that because of the requirements made by the warrant program and S-8 compensation, the Board of Directors recommends to shareholders that the authorized shares of Raven Moon Entertainment common stock be increased to 30 Billion. The Corporation shall amend the Articles of Incorporation to state the number of authorized shares of the Corporation be increased to 30,000,000,000.

There being no further business, a motion to Adjourn was made by Bob, seconded by Larry and carried. The meeting was adjourned at 2:12 PM (EST).

RESPECTFULLY SUBMITTED:



Bernadette DiFrancesco
Secretary, Raven Moon Entertainment, Inc.

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