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RAVEN MOON ENTERTAINMENT, INC.

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Rs 11/28/06
Amend

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EFFECTIVE DATE

12-14-06

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

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DIVISION OF CORPORATIONS

The undersigned, being the President of RAVEN MOON ENTERTAINMENT, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P98000002845, does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation and the holders of a majority of the outstanding voting securities entitled to vote on this Amendment as required by Section 607.10025 of the Florida Business Corporation Act:

WHEREAS, that by virtue of the authority contained in the Articles of Incorporation of the Corporation, as amended, the Corporation has the authority to issue 30,000,000,000 shares of common stock, par value \$0.0001 per share, and 800,000,000 shares of preferred stock, par value \$0.0001 per share, of which 800,000 shares have been designated as Series B Preferred Stock.

WHEREAS, the Corporation's common stock and its Series B Preferred Stock constitute its voting securities.

WHEREAS, each share of common stock is entitled to one vote, and each share of Series B Preferred Stock is entitled to one vote for each share of common stock into which such shares of Series B Preferred Stock are then convertible, on all matters brought to a vote of the Corporation's shareholders, with the common stock and Series B Preferred Stock voting together as a group.

WHEREAS, the Corporation presently has issued and outstanding 16,236,178,011 shares of common stock and 601,250 shares of our Series B Preferred Stock with each share being presently convertible into 125,000 shares of common stock based upon the conversion price of \$0.00008 per share in accordance with the designations, rights and preferences of the Series B Preferred Stock. Accordingly, the outstanding shares of Series B Preferred Stock are convertible into an aggregate of 75,156,250,000 shares of the Corporation's common stock, resulting in a total of 91,392,428,011 votes attributable to the common stock and Series B Persevered Stock on matters submitted to a vote of the Corporation's shareholders.

WHEREAS, the Board of Directors has adopted this Amendment and recommended to the Corporation's shareholders that the Amendment be so adopted.

WHEREAS, the holders of the Corporation's outstanding stock entitled to vote on the Amendment which have not less than the minimum number of votes necessary to authorize the adoption of the Amendment at a meeting at which all voting groups and shares entitled to vote thereon were present and voted has executed a written consent in lieu of a meeting adopting the Amendment pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act.

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Reverse Stock Split

RESOLVED, that immediately upon the effectiveness of these Articles of Amendment, the number of issued and outstanding shares of the Corporation's common stock shall be combined on the basis of one (1) share for each two thousand (2,000) shares issued and outstanding immediately prior to the effectiveness of such Articles of Amendment, with all fractional shares rounded to the nearest whole share.

Effective Date

These Articles of Amendment shall become effective after close of business on December 14, 2006.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of November 28, 2006.

RAVEN MOON ENTERTAINMENT, INC.

By. 

Joseph D. Cravotto, President