

P98000002845
Raven Moon International, Inc.

A Public Company

November 30, 2000

TO: Department of State of Florida

Enclosed please find a check in the amount of \$43.75 to cover the filing fee and a certified copy of the enclosed Amendment to the Articles of Incorporation for :
Raven Moon International, Inc.

Please send the certified copy to the address below.

Thank you


Joey DiFrancesco, Chairman and CEO

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12/84/00-0123-008-9
*****43.75 *****43.75

EFFECTIVE DATE

1-1-01

Amend
12-12-00
AMS

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

FILED
00 DEC -4 PM 12:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

ARTICLE V.

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 200,000,000 shares with a par value of \$.0001 per share.

(b) **Preferred Stock.** The aggregate number of shares of Preferred Stock that the Corporation shall have authority to issue is 200,000,000 shares with a par value of \$.0001 per share.

2. **Description of Common Stock.** Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Corporation. Upon liquidation or dissolution of the Corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. **Forward Common Stock Split.** Effective on January 1, 2001 (the "Effective Date"), all shares of Common Stock of the Corporation outstanding as of the Effective Date automatically shall be subdivided at the rate of ten-for-one (the "Forward Split") without the necessity of any further action on the part of the holders thereof or the Corporation, provided, however, that the Corporation shall, through its transfer agent, exchange certificates representing Common Stock outstanding immediately prior to the Effective Date of the Forward Split (the "Existing Common") into new certificates representing the appropriate number of shares of Common Stock resulting from the subdivision ("New Common").

EFFECTIVE DATE

1-1-01

The par value of the Common Stock shall remain as otherwise provided in ARTICLE IV of the Articles of Incorporation and shall not be modified as a result of the Forward Split.

From and after the Effective Date, the term "New Common" as used in this ARTICLE IV shall mean Common Stock as provided in the Articles of Incorporation.

4. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or

shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

5. Forward Split of Preferred Stock. Effective on January 1, 2001 (the "Effective Date"), each share of Preferred Stock issued and outstanding as of the Effective Date automatically shall be subdivided at the rate of ten-for-one (the "Preferred Forward Split") into ten shares, without the necessity of any further action on the part of the holders thereof or the Corporation, provided, however, that the Corporation shall, through its transfer agent, issue certificates representing the additional number of shares of Preferred Stock resulting from the subdivision ("New Preferred").

The par value of the Preferred Stock shall remain as otherwise provided in ARTICLE IV of the Articles of Incorporation and shall not be modified as a result of the Preferred Forward Split.

6. Designation and Description of Series A Preferred Stock. Immediately following the Preferred Forward Split, 50,000,000 shares of Preferred Stock, including all shares of New Preferred Stock issued and outstanding as of the Effective Date, are hereby designated as Series A Preferred Stock. From and after the Effective Date, the term "New Preferred" as used in this ARTICLE IV shall mean Series A Preferred Stock as provided in the Articles of Incorporation. The terms, preferences, limitations and relative rights of the Series A Preferred Stock are as follows:

(a) Voting. The Series A Preferred Stock shall be nonvoting and the holders thereof shall not be entitled to vote on any issue coming before the shareholders of the Corporation.

(b) Dividends. Each holder of record of shares of Series A Preferred Stock shall not be entitled to receive any fixed dividends and shall be entitled to receive only such dividends as and when declared by the Board of Directors, out of assets at the time legally available therefor. Dividends declared on Series A Preferred Stock shall be paid in preference to any dividends on Common Stock, and no cash dividends shall be paid on Common Stock if the payment of declared dividends on the Series A Preferred Stock shall be in arrears.

(c) Redemption.

(i) Optional Redemption by the Corporation.

(A) Commencing on the date which is four (4) years from the date of issue and continuing until the date which is six (6) years from the date of issue ("Corporation Redemption Period"), so long as the holder of record thereof has not previously called such shares of Series A Preferred Stock for redemption, the Corporation may, at its option, at any time and from time to time during such Corporation Redemption Period, redeem, for cash, the outstanding Series A Preferred Stock at a redemption price equal to Seven and 50/100 Dollars (\$7.50) per share plus the amount of all declared and unpaid dividends with respect to such shares up to and including the date of such redemption ("Corporation Redemption Price"). The Corporation Redemption Price shall be payable in full in cash on or before thirty (30) days from the date of redemption.

(B) The Corporation shall be obligated to make any redemptions among all holders of Series A Preferred Stock pro rata in proportion to the total number of shares of Series A Preferred Stock outstanding at the time of such redemption.

(C) Notice of any redemption, specifying the date fixed for the redemption and place where the amount to be paid upon redemption is payable, shall be mailed, postage pre-paid, at least ninety (90) days prior to the redemption date to each holder of record of shares of Series A Preferred Stock to be redeemed, at its address as it shall appear on the books of the Corporation.

(D) If notice of redemption shall have been mailed as provided in subparagraph (C) above, and if, on or before the redemption date specified in such notice, all funds necessary for such redemption shall have been set aside by the Corporation separate and apart from its other funds in trust for the account of the holder of the shares to be redeemed, then, on and after the redemption date, notwithstanding that any certificate for Series A Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall be deemed no longer to be outstanding, the right to further dividends thereon shall cease, and all rights with respect to such Series A Preferred Stock shall forthwith terminate, except for the right to the holders thereof to receive out of the funds set aside in trust the amount payable on redemption thereof, but without interest.

(E) In the event that any holder of Series A Preferred Stock fails to surrender for redemption

the certificates for Series A Preferred Stock called for redemption within the notice period, the Corporation, at its option, may cancel such Shares and reserve funds for payment as set forth in subparagraph (D) above.

(ii) Optional Redemption by Holder.

(A) Commencing on the date which is three (3) years from the date of issue and continuing until the date which is five (5) years from the date of issue, so long as the Corporation has not previously called such outstanding shares of Series A Preferred Stock for redemption, each share of Series A Preferred Stock may, at the option of the holder of record thereof, at any time and from time to time, be called for redemption at a redemption price equal to Ten Dollars (\$10.00) per share plus the amount of all declared and unpaid dividends with respect to such shares up to and including the date of such redemption ("Holder Redemption Price").

(B) Before any holder of shares of Series A Preferred Stock shall be entitled to call the same for redemption, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Corporation or any transfer agent for such stock, and shall give written notice to the Corporation at such office that he elects to have such shares redeemed. The Corporation shall pay to the holder the Holder Redemption Price in full in cash on or before thirty (30) days from the date of redemption. Such redemption shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A Preferred Stock to be redeemed, the shares of Series A Preferred Stock called for redemption shall be deemed no longer to be outstanding, the right to further dividends thereon shall cease, and all rights with respect to such Series A Preferred Stock shall forthwith terminate, except for the right to the holders thereof to receive the amount payable on redemption thereof, but without interest.

(d) Conversion. The holders of record of shares of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Optional Conversion by Shareholders. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, (i) at any time after the date which is three (3) years from the date of issuance of such share and continuing until the date which is five (5) years from the date of issuance, at the office of the Corporation or any transfer agent for such stock, into one (1) fully paid and nonassessable share of the Corporation's Common Stock ("Conversion Ratio"). All declared but unpaid dividends on each share of Series A Preferred Stock at the

time of conversion shall, at the option of the holder thereof, be paid in full in cash on the conversion date or shall be converted into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the amount of accrued but unpaid dividends by \$10.00. No fractional shares shall be issued.

(ii) Mechanics of Conversion. Before any holder of shares of Series A Preferred Stock shall be entitled to convert the same into share of Common Stock, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Corporation or any transfer agent for such stock, and shall give written notice to the Corporation at such office that he elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for such for such share of Common Stock to be issued and whether he elects to have all accrued but unpaid dividends thereon paid in cash or converted into Common Stock. The Corporation shall, as soon as practicable thereafter and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(iii) Adjustment for Subdivisions, Combinations or Consolidations of Common Stock and Stock Dividends. In the event the outstanding shares of Common Stock shall be subdivided by stock split or otherwise, into a greater number of share of Common Stock, or a dividend or distribution of Common Stock payable to all holders of Common Stock shall be made, or a record date for such dividend declared, the Conversion Ratio shall, concurrently with the effectiveness or record date, as the case may be, of such subdivision of dividend, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of share of Common Stock, the Conversion Ratio shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(iv) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reorganization or any reclassification of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the

Corporation to another corporation or a subdivision or combination of shares referred to in subparagraph (d)(iii) above, the Conversion Ratio for Series A Preferred Stock then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of Series A Preferred Stock immediately before such event; and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of Series A Preferred Stock, to the end that the provisions set forth herein (including provisions with respect to change in and other adjustments of the Conversion Ratio) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series A Preferred Stock.

(v) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph (d) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock against impairment.

(vi) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of a Conversion Ratio pursuant to this paragraph (d), the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the applicable Conversion Ratio at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

(vii) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or

other distribution; any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Preferred Stock at least thirty (30) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right.

(viii) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(ix) Reservation of Stock Issuable Upon Conversion or Exchange. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion or exchange of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(x) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion or exchange (as determined in good faith by the Board of Directors).

(e) Notices. Any notice required by the provisions of subparagraphs (c) or (d) to be given to the holders of shares of Series A Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Corporation. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph (e) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Corporation.

(f) Liquidation. The holders of record of shares of Series A Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, One Dollar (\$1.00) per share plus the amount of all declared and unpaid dividends with respect to the Series A Preferred Stock as of the date thereof ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the Corporation are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series A Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the Corporation been sufficient to make such payments in full. The holders of record of Series A Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

2. The foregoing Amendment was adopted on November 27, 2000, 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 January 1, 2001.

Dated this 28 day of Nov. 2000.

RAVEN MOON INTERNATIONAL, INC.

By: _____


Joey DiFrancesco, President