

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 1, 2004

AGE RESEARCH INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-26285
(Commission
File Number)

87-0419387
(IRS Employer
Identification No.)

31103 Rancho Viejo Road, #2102, San Juan Capistrano, Ca 92675
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 800-597-1970

Not Applicable
(Former name or former address, if changed since last report.)

Item 5. Other Events and Regulation FD Disclosure

On June 1, 2004, Age Research Inc. (the "Company") filed a Certificate of Amendment to its Certificate of Incorporation (the "Amendment") with the Delaware Secretary of State, pursuant to which the Company effectuated a reverse stock split in an exchange ratio of one newly issued share for each thirty-five shares of its common stock outstanding and increased its authorized shares of common stock from 300,000,000 to 750,000,000 shares. The Company's board of directors and its stockholders holding at least a majority of the voting power of its common stock approved the filing of the Amendment.

Item 7. Exhibits.

The following exhibits are filed as part of this Current Report on Form 8K:

16.1 Certificate of Amendment to Articles of Incorporation.

[Remainder of Page Left Intentionally Blank.]

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGE RESEARCH INC.,
a Delaware corporation

Date: June 7, 2004

By /s/ Richard Holt
Richard Holt
President

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AGE RESEARCH, INC.,
a Delaware corporation**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Age Research, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended as follows:

Article IV of the Certificate of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE IV

The amount of total authorized capital stock of this Corporation is Seven Hundred Fifty Thousand Dollars (\$750,000) divided into 750,000,000 shares of \$0.001 par value each. All shares shall be designated as Common Stock. Stockholders shall not have preemptive rights or be entitled to cumulative voting in connection with the shares of the Company's Common Stock.

Upon the effectiveness of the certificate of amendment to the Certificate of Incorporation containing this sentence (the "Split Effective Date"), shares of the Common Stock issued and outstanding as of the date and time immediately preceding the Split Effective Date shall be automatically changed and reclassified in accordance with an exchange ratio of one newly issued share for each thirty-five outstanding shares of Common Stock. There shall be no fractional shares issued. A holder of record of Common Stock on the Split Effective Date who would otherwise be entitled to a fraction of a share shall have the number of new shares to which they are entitled rounded to the nearest whole number of shares. The number of new shares will be rounded up if the fractional share is equal to or greater than 0.5 and rounded down if the fraction is less than 0.5. No shareholders will receive cash in lieu of fractional shares.

3. The foregoing amendment was adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

In witness whereof, Richard F. Holt, has caused this Certificate to be signed by its duly authorized officer, this 1st day of June, 2004.

/s/ Richard F. Holt
Richard F. Holt, President