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Form SC 13D/A
September 22, 2005

OMB APPROVAL

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

SCHEDULE 13D

AMENDMENT 2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ADVANCED MATERIALS GROUP, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

COMMISSION FILE NO. 0-16401

(CUSIP Number)

RICHARD H. PICKUP, 2321 ALCOVA RIDGE DR., LAS VEGAS, NEVADA 89134
(702) 240-5100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

SEPTEMBER 20, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 24.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G 73 4210 7

Page 2 of 3 Pages

- 1 Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Richard H. Pickup, an individual - SS - (571-34-7386)
Dito Devcar, LP, a Nevada limited partnership - I.D. No. 88-0294387
Dito Caree, LP, a Nevada limited partnership LP, - I.D. No. 88-0302506
Plus Four Private Equities LP - I.D. No. 20-3069535
Plus Four Equity Partners LP - I.D. No. 88-0499778

- 2 Check the Appropriate Box if a Member of a Group*

a [X]
b []

- 3 SEC Use Only

- 4 Source of Funds (See Instructions)

PF and WC

- 5 Check Box if Disclosure of Legal Proceedings
is Required Pursuant to Items 2(d) OR 2(e)

[]

- 6 Citizenship or Place of Organization

Richard H. Pickup is an individual residing within and a citizen of the United States. Each of the entities was organized under and pursuant to the laws of the State of Nevada.

- 7 Sole Voting Power

3,259,805

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

- 8 Shared Voting Power

NONE

- 9 Sole Dispositive Power

3,259,805

- 10 Shared Dispositive Power

NONE

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

3,259,805

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12 Check Box if Aggregate Amount in Row (11) Excludes Certain Shares 8 (See Instructions) []

13 Percent of Class Represented by Amount in Row (11)
27.7%

14 TYPE OF REPORTING PERSON (See Instructions)

Richard H. Pickup, an individual - IN
Dito Devcar, LP, a Nevada limited partnership - CO
Plus Four Equity Partners LP - CO
Plus Four Private Equities, LP - CO

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true and correct.

September 20, 2005

DITO DEVCAR, L.P.
A Nevada limited partnership

By: Gamebusters, Inc.,
a Nevada corporation
Its General Partner

By: /s/ JOSEPH W. MOODY

Joseph W. Moody
President

DITO CAREE, L.P.
A Nevada limited partnership

By: Gamebusters, Inc.,
a Nevada corporation
Its General Partner

By: /s/ JOSEPH W. MOODY

Joseph W. Moody
President

PLUS FOUR EQUITY PARTNERS LIMITED
PARTNERSHIP.
A Nevada limited partnership

By: Plus Four Management, LLC,
A Nevada limited liability company

Its: Sole Partner

By: /s/ Todd M. Pickup

Todd M. Pickup, Manager

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By: /s/ Joseph W. Moody

Joseph W. Moody, Manager

RICHARD H. PICKUP

/s/ Richard H. Pickup

An Individual

PLUS FOUR PRIVATE EQUITIES, LP,
A California limited partnership.

By: Plus Four EP LLC,
A California limited liability
company

Its: Sole General Partner

By: /s/ JOSEPH W. MOODY

Joseph W. Moody,
Manager