

Division of Corporations

Page 1 of 1

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KAPITAL HOLDINGS GROUP, INC.

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H06000261364 3

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
of
KAPITAL HOLDINGS GROUP, INC.
a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, **KAPITAL HOLDINGS GROUP, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following *Articles of Amendment to the Articles of Incorporation* of the Corporation:

1. Article II of the Articles of Incorporation are hereby modified to provide that effective as of the date of this Amendment the Principal Address of the Corporation has been changed to the following address:

18851 NE 29th Avenue
Suite 510
Miami, Florida 33180

and the Mailing Address of the Corporation has been changed to the following address:

c/o AGI Registered Agents, Inc.
1200 Brickell Avenue, Suite 900
Miami, Florida 33131

2. Article VIII of the Articles of Incorporation are hereby modified to provide that effective as of the date of this Amendment the new registered agent of this Corporation and its address shall be as follows:

AGI Registered Agents, Inc.
1200 Brickell Avenue, Suite 900
Miami, Florida 33131

3. Article IX of the Articles of Incorporation are hereby modified to provide that effective as of the date of this Amendment **Howard Kaplan** has been appointed President and **Andrea Kaplan** has been appointed Director of this corporation. The names and street addresses of the Directors and Officers of the Corporation are as follows:

Howard Kaplan	Director/President	18851 NE 29 th Avenue, Suite 510 Miami, Florida 33180
Andrea Kaplan	Director/Vice President	18851 NE 29 th Avenue, Suite 510 Miami, Florida 33180

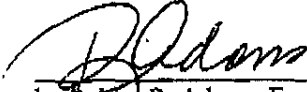
4. The foregoing amendment was adopted as of October 19, 2006.

5. The amendment was approved and ratified by the Shareholders and Directors of the Corporation. The number of votes cast by the Shareholders and Directors of the Corporation for the amendment were sufficient for the approval of the foregoing amendment and for the filing of this Articles of Amendment to the Articles of Incorporation of the Corporation.

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H06000261364 3

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has hereunto set his hands and affixed the Corporation's corporate seal this 26 day of October, 2006.



by Robert R. Adams, Esq. as Authorized Representative

**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in these Articles of Amendment to the Articles of Incorporation for the Corporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.



By: Robert R. Adams, President