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GOLDSRING, INC.

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*Amendment*  
05/22/06  
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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GOLDSRING, INC.

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GoldSpring, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment in accordance with Section 607.1006 of the Florida Business Corporation Act.

**FIRST:** The name of the Corporation is GoldSpring, Inc.

**SECOND:** Article V of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

Article V  
Capital Stock

The maximum number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be Eight Hundred Fifty Million (850,000,000). Of such amount, Eight Hundred Million (800,000,000) shares shall be designated Common Stock and Fifty Million (50,000,000) shares shall be designated Preferred Stock. The Common Stock shall have a par value of \$0.000666 per share upon which there are no preemptive rights. The Preferred Stock shall have a par value of \$0.000666 per share. The Preferred Stock may be issued in one or more series or classes, each of which shall have such rights, preferences and privileges as the Board of Directors shall from time to time designate. The Common Stock and Preferred Stock shall be paid for at such time as the Board of Directors shall designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the use and purposes of the corporation; and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property right or thing acquired in exchange for such capital stock shall be conclusive.

**THIRD:** The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

**FOURTH:** The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by the board of directors of the Corporation as of the 31 day of August, 2005.

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**FIFTH:** The foregoing amendment to the Articles of Incorporation was approved by the shareholders of the Corporation at a meeting held on October 25, 2005. The number of votes cast for the amendment by the shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment this 19 day of May, 2006.

**GOLDSRING, INC.**

By:   
Robert T. Faber, President and Chief Executive Officer