

P971000092145

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*Amended &
Restated*

08/17/09--01018--001 **35.00

FILED
2009 AUG 17 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADR
8/20/09*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Diversity Group International Inc.

DOCUMENT NUMBER: P97000092145

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin Smith

Name of Contact Person

Diversity Group International Inc.

Firm/ Company

1172 South Dixie Hwy, #520

Address

Miami, Florida, 33146

City/ State and Zip Code

kevin@diversitygi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin Smith

Name of Contact Person

at (888)

993-1113
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Amended and Restated
Articles of Incorporation
Of**

Diversity Group International, Inc.

FILED
2009 AUG 17 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME and PRINCIPAL ADDRESS

The name of the corporation is Diversity Group International, Inc., and the principal business address is 175 SW 7th Street 1100, Miami, Fl. 33130.

ARTICLE II – REGISTERED OFFICE and AGENT

The address of its registered office in the State of Florida is 150 North University Drive, Suite # 200, Ft. Lauderdale, Fl. 33324. The name of the registered agent at such address is JB Grossman.

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV – AUTHORIZED SHARES of STOCK

The total number of common shares that the Corporation is authorized to issue is 50,000,000 shares of common stock having par value of \$0.001 per share. The Board may fix and determine the designations, rights, and preferences or other variations of each class of capital stock of the Corporation.

ARTICLE V – BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the bylaws of the Corporation.

ARTICLE VI – AMENDMENTS

The Corporation reserves the right to amend and repeal any provisions contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

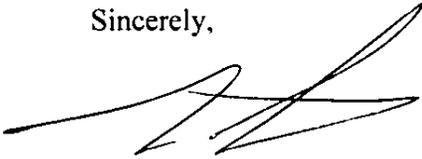
**Amended and Restated
Articles of Incorporation
Of
Diversity Group International, Inc.**

ARTICLE VII – INCORPORATOR

The original incorporate of the Corporation is Steven K. Roberts, whose mailing address is 9311 Forrester Drive, Brandon, Fl. 34202.

THE UNDERSIGNED, being the Secretary of the Corporation, for the purpose of Amending and Restating the Articles of Incorporation under the Laws of the State of Florida, does make, files and records this Amended and Restated Articles of Incorporation, does certify that the facts herein stated are true, and accordingly, have hereto set his hand and seal this 7th day of August, 2009.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin Smith', with a stylized flourish extending to the left.

Kevin Smith,
Secretary

Amended and Restated
Articles of Incorporation
of

Diversity Group International Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P97000092145

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

175 SW 7th Street, 1100

Miami, Florida, 33130

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Florida street address)

_____, Florida
(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Dir/CEO</u>	<u>Les Eveneshen</u>	<u>163-A Elmira Road North</u> <u>Guelph, Ontario, N1K 1Y9</u> <u>Canada</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Sec/Dir</u>	<u>Eric Nelson</u>	<u>P.O. Box 191767</u> <u>Atlanta, Georgia 31119</u> <u>USA</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Sec</u>	<u>Kevin Smith</u>	<u>24 Sir Bedevere Place</u> <u>Markham, ON, L3P 2W2</u> <u>Canada</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)
 See attached sheet.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A.

The date of each amendment(s) adoption: August 7th, 2009
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

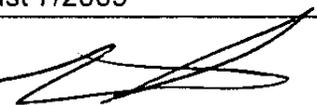
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

“The number of votes cast for the amendment(s) was/were sufficient for approval
by _____.”
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated August 7/2009

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kevin Smith
(Typed or printed name of person signing)

CEO/Secretary/Director
(Title of person signing)