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COUNSEL RB CAPITAL INC.**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO  
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
COUNSEL RB CAPITAL INC.**

Pursuant to the Amended and Restated Articles of Incorporation of Counsel RB Capital Inc. (the "Corporation") as amended (the "Articles of Incorporation") and the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"), the Board of Directors recommended and the shareholders of the Corporation have approved the following amendment to the Articles of Incorporation:

1. Article I of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

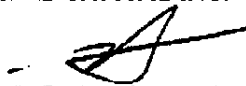
"Article I. The name of the corporation is "Heritage Global Inc."

2. As permitted by Section 607.0704 of the Act, shareholder approval was obtained by written consent of shareholders holding a majority of the outstanding stock of the Corporation and without a meeting.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its authorized officer this 21<sup>st</sup> day of August, 2013.

COUNSEL RB CAPITAL INC.

By: \_\_\_\_\_

  
Stephen A. Weintraub  
Chief Financial Officer and  
Corporate Secretary

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