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CAPITAL CONNECTION, INC.417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF AMENDMENT TO GAINCLIENTS, INC.

THE UNDERSIGNED, being the President of Gainclients, Inc., a Florida corporation does hereby amend its Articles of Incorporation as follows:

ARTICLE IV SHARES

- 4.1. The capital stock of this corporation shall consist of 200,000,000 shares of common stock, no par value and 10,000,000 shares of preferred stock, no par value.
- <u>4.2. Preferred Stock</u>. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.
 - 4.3. Other Powers of the Board of Directors With Respect to Shares.
- (a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.
- (b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on June 16, 2008 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on June 16, 2008.

Patricia Freeman, Secretary

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