

Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**  
**RS GROUP OF COMPANIES, INC.**

Certificate of Status	1
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## ARTICLES OF CORRECTION

for

RS Group of Companies, Inc

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

P01000000985

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These Articles of Correction correct Certificate of Designation  
(Document Type)

filed with the Department of State on April 22, 2004  
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

We are correcting the maximum number of Series B Convertible Preferred Stock, originally specified as 10,000,000 shares, to be 12,725,000 shares. The corrections to the Issuer's Board of Directors Resolution and Article IV of the Articles of Incorporation, reflected in paragraph 1 ("Designation and Rank"), are set forth below.

Correct the inaccuracy, incorrect statement, or defect:

RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Company by provisions of the Articles of Incorporation of the Company (the "Articles of Incorporation"), there hereby is created out of the shares of Preferred Stock, no par value per share, of the Company authorized in Article IV of the Articles of Incorporation (the "Preferred Stock"), a series of Preferred Stock of the Company, to be named "Series B Convertible Preferred Stock," consisting of 12,725,000 shares, which series shall have the following designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions:

1. Designation and Rank. The designation of such series of the Preferred Stock shall be the Series B Convertible Preferred Stock, no par value per share (the "Series B Preferred Stock"). The maximum number of shares of Series B Preferred Stock shall be 12,725,000 shares. The Series B Preferred Stock shall rank senior to shares of the Company's Series A Convertible Preferred Stock and the common stock, no par value per share (the "Common Stock"), and to all other classes and series of equity securities of the Company which by their terms do not rank senior to the Series B Preferred Stock ("Junior Stock"). The Series B Preferred Stock shall be subordinate to and rank junior to all indebtedness of the Company now or hereafter outstanding.

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

Sandro Sordi(Typed or printed name of person signing)Secretary, General Counsel & Director(Title of person signing)

Filing Fee: \$35.00