

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

RBG ACQUISITIONS, INC.

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Amendment
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

RBG ACQUISITIONS, INC.
a Florida corporation

The undersigned, being the President of RBG ACQUISITIONS, INC., a Florida corporation (the "Corporation"), hereby certifies that:

1. Article IV of the Articles of Incorporation of the Corporation is hereby modified to provide that effective as of March 7, 2001, Robert F. Thorne has resigned from his position as officer and director of the Corporation and that from and after March 7, 2001 the names and street addresses of all the directors of the Corporation are as follows:

ARTICLE IV. BOARD OF DIRECTORS

Name


Address

Frank J. Amedia

1110 Brickell Avenue, Suite 504
Miami, Florida 33131

3. The foregoing amendment was unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated March 7, 2001.

IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set his hands and affixed the Corporation's corporate seal this 8th day of MARCH, 2001.


Frank J. Amedia, President

By: Santiago Eljaiek, III, as attorney-in-fact

[Corporate Seal]

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