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THE JACKSON RIVERS COMPANY

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE JACKSON RIVERS COMPANY

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, The Jackson Rivers Company, a Florida profit corporation (the "Company") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST. The Amendment adopted, Article V of the Company's Articles of Incorporation, as previously amended, is hereby amended to amend the Conversion Rate of the Series A Preferred Stock set forth under Section 4.2.4(a) as follows:

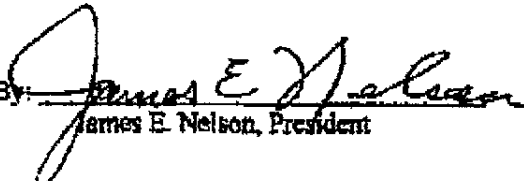
"(a) Conversion Right. Subject to adjustment as provided herein, each share of the Series A Preferred Stock shall be convertible into 1 fully paid and nonassessable share of the Common Stock (the "Conversion Rate")."

SECOND. The date of the Amendment is February 27, 2006.

THIRD. The Amendment was duly adopted by the Directors of the Company and all of the holders of Series A Preferred Stock.

Signed this 27th day of February, 2006.

THE JACKSON RIVERS COMPANY

By: 
James E. Nelson, President

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