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REISMAN & ABRAHAM

Jerome S. Reisman, esq. David B. Abraham, esq.

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September 5, 2001

DINESTAR OF STAFFOR

Secretary of State Corporate Records Bureau P.O. Box 6327 Tallahassee, FL 32314

RE: R2G, Inc.

Dear Sir or Madam:

300004578933--9 -09/10/01--01117--008 ******43.75 ******43.75

Enclosed please find the Articles of Amendment to Articles of Incorporation of R2G, Inc. Also attached is a check in the amount of \$43.75 for the following:

Filing Fee

\$35.00

Certified Copy

\$8.75

Total

\$43.75

Thank you for your prompt attention in this matter.

Yours truly

Jerome S. Reisman

JSR/rs Encls.

amend. É N/C

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FAIRWAY, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I, Being amended.

ARTICLE II, Being amended.

* See Below

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

* ARTICLE I, Name change "R2G, Inc.

ARTICLE II, General nature of corporation adding paragraph (b) & (c).

- (b) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.
- (c) The foregoing clauses shall be construed both as objects and as po powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not consistent therewith are hereby included.

THIRD: T	ne date of each amendment's adoption: September 5, 2001
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
M	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
D	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day of September, 2001
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Rachelle Simon
	Typed or printed name President
	Title