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BASIC AMENDMENT
MASTER HOLDINGS GROUP, INC.

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**ARTICLES OF AMENDMENT
OF
MASTER HOLDINGS GROUP, INC.**

1. The name of the Corporation is Master Holdings Group, Inc. (the "Corporation").

2. Article V of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The Corporation shall have the authority to issue 1,100,000 shares of capital stock, of which 754,286 shares shall be common stock, and 345,714 shares shall be Series A Convertible Preferred Stock. The preferences, limitations and relative rights of the Series A Convertible Preferred Stock are as set forth in the Articles of Amendment of the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida on August 29, 2002.

3. The foregoing amendment was unanimously adopted by the sole Director and Stockholder of the Corporation by a Written Consent signed by him on August 30, 2002, manifesting his intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 5th day of November, 2002.



R. Donald Pollock, President

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