

12/29/05 14:29 FAX 561 391 9944

REDGRAVE & ROSENTHAL

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RECEIVED
05 DEC 29 AM 8:00
DIVISION OF CORPORATIONS

FILED
05 DEC 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MASTER HOLDINGS GROUP, INC.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

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*Amended/Restarted
@ 12.29.05*

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MASTER HOLDINGS GROUP, INC.
A FLORIDA CORPORATION

FILED
05 DEC 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended and Restated Articles of Incorporation of Master Holdings Group, Inc., a Florida corporation (the "Corporation") were duly adopted by the shareholders of the Corporation effective as of December 8, 2005:

ARTICLE I NAME

The name of the Corporation is MASTER HOLDINGS GROUP, INC.

ARTICLE II BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE III CAPITAL STOCK

The Corporation is authorized to issue 2,000,000 shares of \$.01 par value Common Stock and 1,000,000 shares of \$.01 par value Preferred Stock.

Each share of Series A Preferred Stock outstanding as of December 15, 2005, is hereby automatically converted into one share of Common Stock.

The holders of record of the common and the Preferred Stock shall be entitled to cash dividends when, as and if declared by the Board of Directors, and as to Preferred Stock at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding up on the Corporation, the holders of record of the outstanding Preferred Stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the

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resolution authorizing each series of Preferred Stock. After payment to the holders of the Preferred Stock of the amount payable to them as set forth above, the remaining assets of the Corporation shall be payable to, and distributed ratably among the holders of record of the Common Stock in accordance with the resolutions of the Board of Directors authorizing each series of Common Stock.

The Board of Directors is hereby expressly authorized to issue the Preferred Stock of the Corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the relative rights and preferences thereof. Between series, the Board of Directors may establish variations as to the following: (1) the rate of dividends; (2) the manner of payment of dividends; (3) whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (4) the amount payable upon shares in the event of involuntary liquidation; (5) amount payable upon shares in the event of voluntary liquidation; (6) sinking fund provision, if any, for the redemption or purchase of shares; (7) the terms and conditions, if any, upon which shares may be converted; and (8) voting rights, if any. In all other respects, shares of Preferred Stock of the Corporation shall be identical and all of the shares of any one series shall be alike in every particular. The rights of the Common Stock of the corporation will be subject to the preferences of the Preferred Stock in the distribution of dividends or the distribution of assets in the event of liquidation and may be subject to other relative rights and preferences of the Preferred Stock of each series as fixed from time to time by the Board of Directors.

All stock of the Corporation, including Common Stock and Preferred Stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Said stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of the Corporation shall have any preemptive rights to subscribe for or acquire additional shares of the Corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized; and no holder of shares of any class of the Corporation shall have any right to acquire any shares which may be held in the treasury of the Corporation; all such additional or treasury shares may be issued for such consideration, at such time, and to such person or persons as the Board of Directors may from time to time determine.

The foregoing Amended and Restated Articles of Incorporation of Master Holdings Group, Inc. are effective December 15, 2005.

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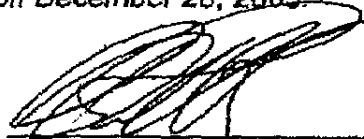
**ARTICLES OF RESTATEMENT
OF
MASTER HOLDINGS GROUP, INC.**

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

2. The Corporation's Articles of Incorporation are hereby amended and restated to read as set forth in the attached Amended and Restated Articles of Incorporation.

3. The Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval. The amendments were adopted by both the holders of Common Stock and the holders of Series A Preferred Stock on December 8, 2005. The shareholders voted by class, and the number of votes cast for the amendment was sufficient for approval by each class of the shareholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment on December 28, 2005.



R. D. Pollock, President

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