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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA CAPITAL GROUP, INC.
a Florida corporation

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Article III of the Articles of Incorporation of Florida Capital Group, Inc., a Florida corporation, hereinafter referred to as the "Corporation," is amended in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK:

Section 1 - Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 15,000,000 consisting of:

- A. 1,000,000 shares of preferred stock, par value one cent (\$.01) per share ("Preferred Stock"); and
- B. 14,000,000 shares of common stock, par value one cent (\$.01) per share ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share.

Section 2 - Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation."

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and approved by majority written consent of the Corporation's shareholders effective as of June 16, 2006, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast for the amendment was sufficient for approval.

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this Amendment shall be effective as of the date of filing of this Amendment.

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IN WITNESS WHEREOF, the undersigned, being the Chief Financial Officer of the Corporation, has executed these Articles of Amendment on July 14, 2006.

FLORIDA CAPITAL GROUP, INC.

By: 

Steve Morrill, Chief Financial Officer

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