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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
FLORIDA CAPITAL GROUP, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), Article III, Section 1 of the Articles of Incorporation of Florida Capital Group, Inc., a Florida corporation (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 100,000,000 consisting of:

- A. 1,000,000 shares of preferred stock, par value one cent (\$.01) per share ("Preferred Stock"); and
- B. 99,000,000 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."

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

The foregoing Amendment to the Articles of Incorporation was proposed and approved by a sufficient number of votes by the Corporation's shareholders effective as of June 15, 2010.

In accordance with Section 607.1003 of the FCBA, this amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Incorporation Amendment to the Articles of Incorporation.

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WHEREUPON, the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 9th day of June, 2011

By: 

Steven Morrill, Chief Financial Officer