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Amend

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**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
COUNTERPOINT GROUP, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned, being the President of COUNTERPOINT GROUP, INC., a Florida corporation (the "Corporation"), bearing Document Number P02000128087, does hereby submit these Articles of Amendment for the purpose of amending the Corporation's Amended and Restated Articles of Incorporation as follows:

FIRST: Article V of the Corporation's Amended and Restated Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**"ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Fifty Million (50,000,000) shares, of which:

(i) Forty Million (40,000,000) shares shall be designated Common Stock, \$0.001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Ten Million (10,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established."

SECOND: The foregoing amendments were adopted by unanimous written consent by the Board of Directors on January 17, 2008 pursuant to Section 607.10025 of the Florida Business Corporation Act and the amendment did not require shareholder consent.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation on January 17, 2008.


Jan H. Kaplan, President

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