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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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BASIC AMENDMENT

RPZ GROUP, INC.

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Amended + Restated

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 14, 2003

RFX GROUP, INC.
4733 NW 97TH COURT
DORAL, FL 33178

SUBJECT: RFX GROUP, INC.
REF: R03000088888

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Teresa Brown
Document Specialist

FAX Aud. #: R03000253749
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation were adopted effective August 14, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: RPZ Group, Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
RPZ Group, Inc.
4733 NW 97th Court
Doral FL 33178

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Rodolfo Pau

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.

Corporate Creations International Inc.
241 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

RPZ Group, Inc.

By: Valentine

by V. Cine as attorney-in-fact

Name: Rodolfo Pau

Title: President

Date: August 14, 2003

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0688

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

RPZ Group, Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.

**Karla Sarria, Vice President
by V. Cine as attorney-in-fact**

Date: August 14, 2003

**Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686**

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