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TALLAHASSEE, FLORIDA

Amend / CC  
10 7.30.04

R & M HOLDINGS GROUP, INC.  
P.O. Box 5282, Ft. Lauderdale, Florida 33310-5282  
(954) 677-0581

July 27, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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04 JUL 28 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: **Articles of Amendment for R & M Holdings Group, Inc.**  
Document Reference No. P04000015938

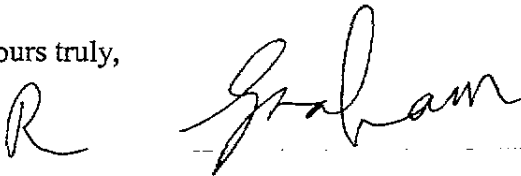
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of R & M Holdings Group, Inc., and the Acceptance of Registered Agent.

Also please find a check made payable to the Secretary of State for Forty Three Dollars and Seventy Five Cents (\$43.75) to cover the filing fee and certified copy fee for this matter.

Your assistance in amending this corporation's Articles is appreciated. If there are any questions, do not hesitate to contact me.

Yours truly,



RANDOLPH A. GRAHAM  
Director

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04 JUL 28 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF**

**R & M HOLDINGS GROUP, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted:

**ARTICLE II -PRINCIPAL OFFICE**

The proper address of the principal place of business and mailing address of this corporation is:

P.O. Box 5282, Ft. Lauderdale, Florida 33310-5282

**ARTICLE V- INITIAL OFFICERS AND/OR DIRECTORS**

The names and addresses of the members of the Board of Directors and their positions are:

Chairman, Chief Planning Officer and Vice-President - **RANDOLPH A. GRAHAM**  
3868 N.W. 39 Street, Lauderdale Lakes, Florida 33309

CEO and President - **MARC BERNET NOEL**  
1420 N.E. 199 Street, N. Miami Beach, Florida 33179

**ARTICLE VI - REGISTERED AGENT**

The name and address of the Registered Agent is:

**RANDOLPH A. GRAHAM** - 3868 N.W. 39 Street, Lauderdale Lakes, Florida 33309

**SECOND:** If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not applicable.

**THIRD:** The date of each amendment's adoption: July 27, 2004.

**FOURTH:** Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 26 day of JULY, 2004.

Signature

A handwritten signature in cursive script, appearing to read "R. Graham", written over a horizontal line.

**RANDOLPH A. GRAHAM**

Title: Director