

P05000038368

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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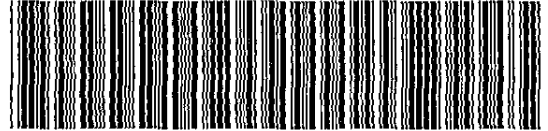
(Business Entity Name)

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Amend.
G. Ouellette DEC 27 2005

SPIEGEL & UTRERA, P.A.
 (Requestor's Name)
 1840 CORAL WAY, 4TH FLOOR
 (Address)
 MIAMI, FL 33145 (305) 854-6000
 (City, State, Zip) (Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RANK VENTURE GROUP, INC. - P05000038368
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RANK VENTURE GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 7 of the Articles of Incorporation of RANK VENTURE GROUP, INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each having the par value of **ONE CENT (\$.01)**.

SECOND: The corporate capitalization of RANK VENTURE GROUP, INC. will be amended to state:

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of common shares that this Corporation is authorized to have outstanding at any time is **THIRTY MILLION SEVEN HUNDRED AND FIFTY THOUSAND (30,750,000)** shares classified as follows:

7.1.1 **THIRTY MILLION (30,000,000)** shares of common non-voting stock at the par value of **ONE CENT (\$.01)** each; and

7.1.2 **SEVEN HUNDRED FIFTY THOUSAND (750,000)** shares of preferred voting stock at the par value of **ONE CENT (\$0.01)** each; and



SPIEGEL & UTRERA, P.A.
LAWYERS

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7.2 All holders of shares of common stock shall be identical with each other in every respect and shall be entitled to have unlimited voting rights on all shares and shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote, and,

7.2.1 All holders of shares of common stock, upon the Dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred Shareholder.

7.3 The preferred shares shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting be granted to such preferred shares, and,

7.3.1 The holders of the preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation, payable either quarterly, semi-annually or annually as may be determined by the Directors of the Corporation. No dividends shall be paid to, or set apart for payment to, common Shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared by the Directors of the Corporation, and,

7.3.2 Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares plus any unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The consolidation or merger of the Corporation at any time, or from time to time, with any other Corporation or Corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of



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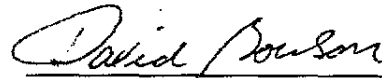
Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

THIRD: The date of the adoption of this amendment is the 9 December 2005.

FOURTH: The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.

FIFTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 9 December 2005



David Boubion, Chairman of the Board of
Directors



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