

FD6000089616

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amey*  
12/9/10  
22

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

Account Number FCA000000017  
Date: 12/9/10  
Requestor Name: Carlton Fields  
Address: Post Office Drawer 190  
Tallahassee, Florida 32302  
Telephone: (850) 513-3619 - direct  
(850) 224-1585  
Contact Name: Kim Pullen, CP, FRP

Corporation Name: V2R Group, Inc.

Email Address: \_\_\_\_\_

Entity Number: P06000089616

Authorization: Kim Pullen

☒ Articles of Amnd.  
Certified Copy

☐ New Filings

☐ Fictitious Name

☐ Plain Stamped Copy

☒ Amendments

☐ Certificate of Status

☐ Annual Report

☐ Registration

( X ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( X ) Pick Up

CF Internal Use Only

Client: 55479 Matter: 53110

Name: S. Hammock Office: ATL

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
V2R GROUP, INC.**

Pursuant to Sections 607.1003, 607.1004 and 607.1006  
of the Florida Business Corporation Act

**FILED**  
**10 DEC -9 AM 11:44**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003, 607.1004 and 607.1006 of the Florida Business Corporation Act, as amended (the "FBCA"), V2R Group, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation is V2R Group, Inc.

**ARTICLE II**

**Amendment**

The first paragraph of Article IV of the Articles of Incorporation shall be deleted in its entirety and shall be replaced with the following:

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 60,000,000 shares which consist of: 16,000,000 shares of Class A Common Stock, par value \$0.001 per share (the "Class A Stock"); 35,000,000 shares of Class B Common Stock, par value \$0.001 per share (the "Class B Stock"); and 9,000,000 shares of Class C Common Stock, par value \$0.001 per share (the "Class C Stock," and, together with the Class A Stock and Class B Stock, the "Common Stock"). Upon filing of these Articles of Amendment, each one (1) share of Class A Stock then issued and outstanding or held in treasury shall automatically be split into three (3) shares of Class A Stock (with par value of \$0.001 each).

**ARTICLE III**

**Date of Adoption**

The amendment was adopted as of the 30<sup>th</sup> day of November, 2010.

**ARTICLE IV**  
**Manner of Adoption**


The Board of Directors of the Corporation reviewed, considered, and pursuant to unanimous action by written consent in accordance with Section 607.0821 of the FBCA duly adopted the foregoing amendments (the "Recapitalization Amendment"), effective November 30, 2010, and declared the Recapitalization Amendment to be advisable and recommended and presented the same to the shareholders of the Corporation for approval. Thereafter, pursuant to an action by written consent of (i) the holders of a majority of the Corporation's outstanding Common Stock, voting together as a single class, (ii) the holders of a majority of the Corporation's outstanding shares of Class A Common Stock, voting together as a separate class, and (iii) the holders of all of the Corporation's outstanding Class C Common Stock, voting together as a separate class, duly approved the Amendment as of November 30, 2010 in accordance with Sections 607.0704, 607.1003 and 607.1004 of the FBCA. There are no shares of the Corporations Class B Common Stock or Preferred Stock outstanding. The number of shares consenting to the Recapitalization Amendment in each such voting group were sufficient for approval of the Recapitalization Amendment. Accordingly, the Recapitalization Amendment has been authorized by all appropriate action under the FBCA.

**ARTICLE V**  
**Effective Time**

These Articles of Amendment shall become effective when filed with the Department of State of Florida.

**IN WITNESS WHEREOF**, V2R Group, Inc. has caused this Recapitalization Amendment to its Articles of Incorporation to be signed by its Chief Executive Officer, as of the 30<sup>th</sup> day of November, 2010.

**V2R GROUP, INC.**

By:   
Its Chief Executive Officer