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(Requestor's Name)

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(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 Plain Stamped Copy Certificate of Status
 Fictitious Name Amendments 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 30th 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 30th day of November, 2010.

V2R GROUP, INC.

By: 
Its Chief Executive Officer