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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROCONCEPT MARKETING GROUP, INC.

DOCUMENT NUMBER: P06000107509

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joel Stohman
(Name of Contact Person)

Proconcept Marketing Group
(Firm/ Company)

3322 Forest Vista Drive
(Address)

Dacula GA 30019
(City/ State and Zip Code)

For further information concerning this matter, please call:

Joel Stohman at (678) 596-6872
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

PROCONCEPT MARKETING GROUP, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P06000107509

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article 7 "Corporate Capitalization" shall be deleted in its entirety and replaced with the attached.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

The issued and outstanding common stock of the Corporation shall be
forward split in the amount of 5000 shares of common stock for each
share of common stock outstanding upon the effectiveness of this Amendment.

(continued)

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TALLAHASSEE, FLORIDA

**Attachment to Articles of Amendment to Articles of Incorporation
Of
PROCONCEPT MARKETING GROUP, INC**

Document Number: P06000107509

"ARTICLE 7 CORPORATE CAPITALIZATION

7.1 The Aggregate number of shares which the corporation shall have authority to issue shall be 500,000,000 shares of common stock having a par value of \$0.0001 per share and 100,000 shares of preferred stock ("Preferred Stock") having a par value of \$0.0001 per share. The Board of Directors of the corporation has full right and authority to divide such shares, at any time and from time to time, into one or more classes or series, or both, as the Board may designate, and to determine for any such class or series its voting rights, designations, preferences and privileges, including, without limitation, conversion rights.

7.2 Preferred Stock - Designation and Amount. The number of shares constituting the series of Preferred Shares shall be 100,000.

7.2 Preferred Stock - Voting.

(a) Each issued and outstanding Preferred Shares shall be entitled to the number of votes equal to the result of: (i) the number of shares of Common Stock issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Preferred Shares shall vote together with the holders of Common Shares as a single class.

(b) The Company shall not amend, alter or repeal the Preferred Shares, special rights or other powers of the Preferred Shares so as to affect adversely the Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

7.3 Preferred Stock - Mandatory Conversion. Each Preferred Shares shall automatically be converted into 1000 shares of common stock of the Company ("Common Share") at any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Preferred Shares. "

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
AND
SHAREHOLDERS
OF
PROCONCEPT MARKETING GROUP, INC.
November 6, 2006**

The undersigned, being all of the directors (the "Board of Directors") and shareholders that represents the majority of the issued and outstanding common stock (the "Shareholders") of PROCONCEPT MARKETING GROUP, INC., a Florida corporation (the "Company"), do hereby consent in writing to the actions set forth in the following resolutions and direct that this consent be filed with the minutes of the Company:

WHEREAS, the Board of Directors and Shareholders have deemed it advisable and in the best interest of the Company pursuant to the Florida corporate law to increase the number of issued and outstanding shares of common stock in the Company ("Shares") to 500,000,000 shares of common stock with a par value of \$0.0001 per share, while adding 100,000 shares of preferred stock with a par value of \$0.0001 per share, by way of filing a certificate of amendment to the certificate of incorporation of the Company (the "Amendment") with Secretary of State of the State of Florida, attached hereto as Exhibit A; and further;

WHEREAS, the Board of Directors and Shareholders have deemed it advisable and in the best interest of the Company pursuant to the Florida corporate law to increase the number of issued and outstanding Shares by way of a forward stock split (the "Stock Split") in the amount of 1 Share for 5,000 Shares; and further;

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and hereby is, authorized and empowered to file the Amendment with Secretary of State of the State of Florida pursuant to the Florida corporate law and effect the Stock Split; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, deliver, and perform the Amendment (and execute the Stock Split), and each of the exhibits and schedules thereto and all other agreements, instruments and documents in connection therewith and each of the transactions contemplated thereby (collectively, the "Transactions") with such amendments, modifications and supplements thereto as the officers of the Company, or any of them acting singly, shall approve, the execution by the officers, or any of them acting singly, to constitute conclusive evidence of the approval of the terms of the Amendment and the Stock Split, and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to take any and all further action necessary, appropriate or desirable in connection with the Amendment and the Stock Split, each of the other documents described or otherwise defined therein, and the Transactions, including, without limitation, the execution, delivery and filing on behalf of and in the name of the Company of all such amendments thereto and any other agreement, document and instrument as any officer of the Company may deem necessary or desirable in connection therewith; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized, empowered and directed, from time to time, to take such additional action and to execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or such other persons or entities, such additional agreements, documents and instruments as such officer of the Company may deem necessary, convenient, appropriate, desirable or proper, as the case may be, to implement the provisions of the foregoing

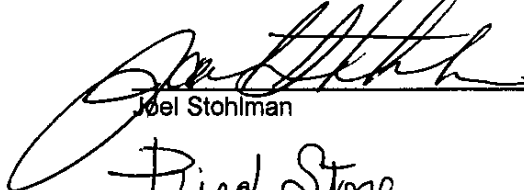
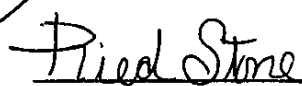
resolutions and to consummate the transactions contemplated thereby, the execution, certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefor; and be it further; and

RESOLVED, that all actions of any kind heretofore taken by the directors or any of the officers of the Company, on behalf of the Company, in connection with the Transactions and the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

This written consent of the Board of Directors and shareholders that represent the majority of the issued and outstanding common stock of the Company may be delivered by facsimile and executed in one or more counterparts, each of which shall constitute an original and all of which taken together shall constitute one and the same consent.

IN WITNESS WHEREOF, the foregoing resolutions were duly adopted by the Board of Directors and shareholders that represent the majority of the issued and outstanding common stock of the Company as of the date first above written.

Members of the Board of Directors:


Joel Stohlman

Reid Stone

Shareholders:

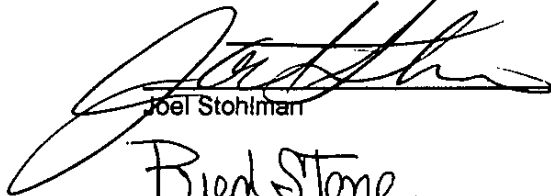


Joel Stohlman

Reid Stone

Exhibit A
Amendment to the Articles of Incorporation

The date of each amendment(s) adoption: November 7, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

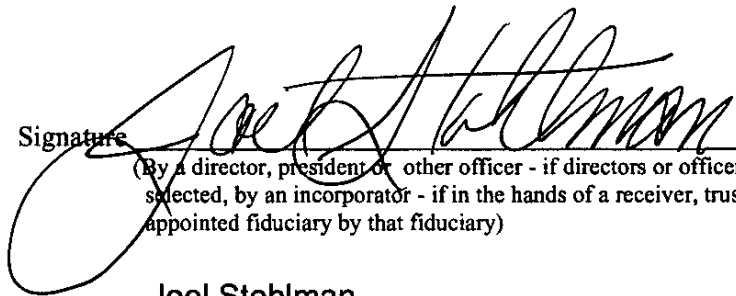
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joel Stohlman

(Typed or printed name of person signing)

President and Director

(Title of person signing)

FILING FEE: \$35