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COMMUNITY EQUITY PARTNERS GROUP, INC.

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
COMMUNITY EQUITY PARTNERS GROUP, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Community Equity Partners Group, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Community Equity Partners Group, Inc.

2. The following Amendments to the Articles of Incorporation were adopted by the joint written consent of the Board of Directors and shareholders of the Corporation being the holders of that number of shares of Common Stock of the Corporation entitled to vote thereon and having no less than the minimum number of votes necessary to authorize or take such action, pursuant to written consent of such shareholders as of the 14th day of December 2006, in a manner prescribed by the Florida Business Corporation, Chapters 607.0704 and 607.1003, Florida Statutes, to be effective upon a filing with the Secretary of State. The number of voting capital stock consenting to the Amendments was sufficient for approval of the Amendments.

3. Article IV of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 21,000,000 shares consisting of 20,000,000 shares of common stock, par value \$.001 per share, and 1,000,000 shares of preferred stock, par value \$.001 per share. The shares of preferred stock may be created and issued from time to time, in such series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

4. The following Articles will be added to the Articles of Incorporation:

"ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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ARTICLE X
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions."

5. Except as modified herein, the Articles of Incorporation of the Corporation shall remain in full force and effect.

COMMUNITY EQUITY PARTNERS GROUP, INC.


Nathan Burrell, President