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Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
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BROOKSIDE TECHNOLOGY HOLDINGS CORP.

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF BROOKSIDE TECHNOLOGY HOLDINGS CORP.**

The Corporation hereby certifies that the Board of Directors of the Corporation (the "Board"), pursuant to authority of the Board as required by applicable corporate law, and in accordance with the provisions of its Articles of Incorporation and Bylaws, has and hereby authorizes the following amendments to its Articles of Incorporation. The amendments were adopted on July 2, 2008 by (a) the Board of Directors, (b) the holders of at least 51% of its issued and outstanding shares of Series A Convertible Preferred Stock (the "Series A Stock") and (c) the holder of 100% of its issued and outstanding Series B Convertible Preferred Stock (the "Series B Stock"). Such action is sufficient for approval and further shareholder action is not required to approve the following amendments.

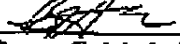
FIRST: The name of the Corporation is: **BROOKSIDE TECHNOLOGY HOLDINGS CORP.**

SECOND: The total number of authorized shares of Series A Convertible Preferred Stock is hereby increased from Two Million Two Hundred Twenty Five Thousand (2,225,000) to Fifteen Million (15,000,000) shares.

THIRD: The Series A Conversion Price shall be \$0.03.

IN WITNESS WHEREOF, the undersigned, Chief Financial Officer of the Corporation, has executed these Articles of Amendment this 2nd day of July, 2008.

BROOKSIDE TECHNOLOGY HOLDINGS CORP.

By: 
Bryan G. McGuire, Chief Financial Officer

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