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**BROOKSIDE TECHNOLOGY HOLDINGS CORP.**

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

2008 AUG -4 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Document Number P07000069362)

Pursuant to the provisions of Chapter 607, Florida Statutes, **BROOKSIDE TECHNOLOGY HOLDINGS CORP.** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

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

**SECOND:** The following amendment to the Articles of Incorporation was adopted by the Corporation:

Article IV, Section A in its entirety, of the Articles of Incorporation of the Corporation, shall be and hereby is revoked, declared null and void and of no further effect and, in lieu thereof, the following Article IV, Section A is adopted, approved and ratified:

ARTICLE IV  
CAPITAL STOCK

A. General

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is One Billion Fifty Million (1,050,000,000) shares, consisting of (i) One Billion (1,000,000,000) shares of Common Stock, \$.001 par value per share (the "Common Stock"), and (ii) Fifty Million (50,000,000) shares of Preferred Stock, \$.001 par value per share (the "Preferred Stock").

**THIRD:** The foregoing Amendment was approved and adopted by the shareholders of the Corporation on June 13, 2008. The number of votes cast for the approval and adoption of the Amendment was sufficient for approval.

**IN WITNESS WHEREOF,** the undersigned, Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 4<sup>th</sup> day of August, 2008.

**BROOKSIDE TECHNOLOGY HOLDINGS CORP.**

By

  
Michael Nole, Chief Executive Officer

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