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RETAIL BUSINESS DEVELOPMENT HOLDINGS, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

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12/10/08*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RETAIL BUSINESS DEVELOPMENT HOLDINGS, INC.

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Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

ARTICLE I

The name of the corporation is RETAIL BUSINESS PARTNERS, INC.

ARTICLE IV

The total number of shares of Common Stock which the Corporation shall have authority to issue is 1,717,636 of no par per share. The total number of shares of Preferred Stock Series A which the Corporation shall have authority to issue is 429,409 of no par per share. The preferences, limitations and relative rights of the shares of the Class A Preferred Stock are attached to these Articles of Incorporation as "Exhibit A," and made a part hereof as if set forth in full herein.

The date of adoption of these amendments is December 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 9 day of December, 2008.


James Ralph, President, Shareholder

ADOPTION OF AMENDMENT

These amendments were adopted by the shareholder. The number of votes cast for the amendments by the shareholder was sufficient for approval.

December 9, 2008


James Ralph, President, Shareholder

Prepared by:
Robert Kapusta, Jr.
FBN: 441538
Fisher & Sauls, P.A.
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St. Petersburg, Florida 33701
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EXHIBIT "A"**SERIES A PREFERRED STOCK**

1. **Designation and Amount.** There shall be a Series of Preferred Stock that shall be designated as "Series A Preferred Stock," and the number of shares constituting such series shall be 429,409. Such number of shares may be increased or decreased by resolution of the Board of directors; provided, however, that no decrease shall reduce the number of shares of Series A Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Company.

2. **Dividends and Distributions.**
 - (a) The holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, dividends, commencing after the first issuance of any share or fraction of a share of Series A Preferred Stock, in an amount per share (rounded to nearest cent) equal to 150% of the aggregate per share amount of all cash dividends or other distributions declared on the Common Stock since the immediately preceding dividend payment date, or, with respect to the first dividend payment date, since the first issuance of any share or fraction of a shares of Series A Preferred Stock. If the Corporation shall at any time after December 1, 2008 (the "Rights Declaration Date") pay any dividend on Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.
 - (b) The Corporation cannot declare a dividend on the Common Stock without simultaneously declaring a dividend or distribution on the Series A Preferred Stock as provided in paragraph (a) above which shall be payable at the same time as the Common Stock dividend.
 - (c) Dividends are noncumulative on outstanding shares of Series A Preferred Stock.

3. **Voting Rights.** In addition to any other voting rights required by law, the holders of shares of Series A Preferred Stock shall have the following voting rights:
 - (a) Subject to the provision for adjustment hereinafter set forth, each share of Series A Preferred Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of shareholders of the Corporation. If the Corporation shall at any time after the Rights Declaration Date pay any dividend on the Common Stock payable in shares of Common Stock or effect a subdivision or combination of the outstanding shares of Common Stock (by reclassification or otherwise) into a greater of lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is

the number of shares of Common Stock that were outstanding immediately prior to such event.

- (b) Except as otherwise provided by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall vote together as a single class on all matters submitted to a vote of shareholders of the Corporation. Notwithstanding the foregoing, the holders of a majority of the shares of Series A Preferred Stock must approve the following matters:
- (i) Any employee or officer compensation exceeding \$100,000 in salary and benefits for the Corporation or any of its subsidiaries.
 - (ii) Any contracts with any related companies or affiliates that exceed \$100,000 in annual fees or compensation.
 - (iii) The sale of any Corporation assets, including store locations, or consolidation or merger to any related companies or affiliate that exceeds \$100,000.
 - (iv) Any transaction or transactions in which the Corporation sells total assets or store locations to any related companies or affiliates in any one year that exceed \$250,000.
- (c) At any time that James Ralph is not directly or indirectly in control of the Corporation, any transaction for the sale of substantially all of the Corporation's assets or consolidation or merger of the Corporation shall be subject to a first right of refusal to the holders of shares of Series A Preferred Stock as follows.
- (i) Third Party Offer. In the event that the Corporation or the holders of the Common Stock shall receive from a party who is not at that time a shareholder of the Corporation a bona fide offer to purchase either substantially all the assets of the Corporation or all of the Stock of the Corporation, which offer the Corporation desires to accept (the "Third Party Offer"), neither the Corporation nor the holders of the Common Stock, as the case may be, shall sell, assign, or otherwise transfer all or any part of any of the assets or Stock unless the assets or Stock which are the subject of the Third Party Offer have been offered in writing for sale (such offer referred to as the "First Refusal Offer"), to the holders of the Series A Preferred Stock acting as a group, pro rata according to their respective percentage stock ownership interest (the Series A Preferred Stock holders are referred to as the "Non-Selling Shareholders"), and the provisions of subparagraph (v) below have been satisfied. Each such First Refusal Offer shall be addressed to the Non-Selling Shareholders, shall identify the person or persons making the Third Party Offer (the "Third Party Offeror"), the assets or Stock to be transferred and the purchase price and terms of sale of the Third Party Offer.
 - (ii) Evidence of Bona Fide Offer. If so requested by any Non-Selling Shareholder, the Corporation or the holders of the Common stock shall furnish reasonable evidence that it has received or approved a bona fide Third Party Offer to purchase as described in this First Refusal Offer.
 - (iii) Acceptance of Offer. Said First Refusal Offer shall be effective for 30 days after its receipt by the Non-Selling Shareholders. If any Non-Selling Shareholder declines

to exercise this right, then that portion of the assets or Stock not so purchased may be purchased by the other Non-Selling Shareholders in proportion to their ownership of Series A Preferred Stock. The acceptance of the First Refusal Offer by the Non-Selling Shareholders, or any combination thereof, shall not become effective unless all of the assets or Stock which are the subject of the Third Party Offer have been purchased by the Non-Selling Shareholders, or any combination thereof.

- (iv) Purchase Price and Terms. The purchase price and terms of sale at which the Non-Selling Shareholders shall be entitled to purchase under this First Refusal Offer shall be the purchase price and terms of sale stated in the Third Party Offer; provided, however, if the terms of the Third Party Offer include payments in other than cash, i.e., in property, a purchaser hereunder shall have the right to substitute cash equal to the fair market value of such property.
- (v) Failure of Offerees to Purchase. If the Non-Selling Shareholders fail or refuse to accept any First Refusal Offer, the Corporation or the holders of the Common Stock, as the case may be, shall have 60 days from the close of the 30-day period described in this Subsection (c) in which to complete the sale, assignment or transfer pursuant to the Third Party Offer, at the price and on the terms specified in the First Refusal Offer. If any such transfer is not consummated as provided herein, the Corporation or the holders of the Common Stock, as the case may be, shall not thereafter sell, assign, or transfer any of the assets or Stock without again offering them to the Non-Selling Shareholders as provided in this Subsection (c).
- (d) The Articles of Incorporation of the Corporation shall not be amended in any manner (whether by merger or otherwise) so as to adversely affect the powers, preferences or special rights of the Series A Preferred Stock without the affirmative vote of the holders of a majority of the outstanding shares of Series A Preferred Stock, voting separately as a class.
- (e) Except as otherwise provided herein, holders of Series A Preferred Stock shall have no special voting rights, and their consent shall not be required for taking any corporate action.

As used herein, the term "related companies or affiliates" means any person, corporation, limited liability company, partnership or other entity that is controlled directly or indirectly by James Ralph and/or his family members.

- 4. Reacquired Shares. Any Shares of Series A Preferred Stock redeemed, purchase or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock without designation as to series and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors as permitted by the Articles of Incorporation or as otherwise permitted under Florida law.
- 5. Liquidation, Dissolution and Winding Up.
 - (a) In the event of a liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, following the payment of all indebtedness all of the remaining assets of the Corporation available for distribution shall be distributed in equal amounts per share to the record holders of the Common Stock and Series A Preferred Stock, as if such classes constituted a single class.

- (b) For the purposes of paragraph (a) above, neither (i) the merger or consolidation of the Corporation into or with any other corporation or entity (ii) the sale, transfer or lease of all or substantially all of the assets of the Corporation or (iii) a share exchange between the Corporation and any other corporation or entity (collectively hereinafter referred to as a "Sale of Corporation") shall be deemed to be a liquidation, dissolution or winding up of the Corporation.

6. Sale of Corporation.

- (a) If the Corporation shall enter into any Sale of Corporation transaction(s) in which on a cumulative basis either (i) more than or equal to 1,717,636 shares of Common Stock of the Corporation are issued and exchanged for or changed into other stock or securities, cash or any other property, or (ii) more than or equal to 858,818 shares of the existing issued and outstanding Common Stock, on a cumulative basis, are exchanged for or changed into other stock or securities, cash or any other property, then in any such case the shares of Series A Preferred Stock shall at the same time be similarly exchanged for or changed into an amount per share equal to 150% times the aggregate amount of stock, securities, cash, or any other property, as the case may be, into which or for which each share of Common Stock is changed or exchanged.
- (b) If the Sale of Corporation is structured as the sale, transfer or lease of substantially all the assets of the Corporation, then in any such case the holders of Series A Preferred Stock shall receive an amount per share equal to 150% times the aggregate amount of stock, securities, cash, or any other property, as the case may be, the owners of the shares of Common Stock receive.
- (c) If the Corporation shall enter into any Sale of Corporation transaction(s) in which on a cumulative basis either (i) 1,717,636 shares or less of the Common Stock of the Corporation are issued and exchanged for or changed into other stock or securities, or (ii) less than 858,818 shares of the existing issued and outstanding Common Stock on a cumulative basis are exchanged for or changed into other stock or securities, cash or any other property, then in each such case there shall be no adjustment to the amount of dividends the Preferred Shareholders are entitled to received. The Series A Preferred Shareholders shall continue to receive the same percentage of the Common Stock dividends as they received prior to such Sale of Corporation transaction.

7. Fractional Shares. Series A Preferred Stock may be issued in fractions of a share which shall entitle the holder in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders.