

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE ERP CONSULTING EXCHANGE, INC.

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# Fax Message

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**To:** 18506176380

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**From:** Debby Oppenude  
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**Date:** 8/2/2010 3:29 PM

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**Subject:**

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GREENSPOON MARDER, P.A.  
ATTORNEYS AT LAW

*Debra Oppenude  
Legal Assistant  
Gregory J. Blodig, Esquire  
Ellen Gilmore, Esquire  
100 W. Cypress Creek Road  
Suite 700  
Fort Lauderdale, FL 33309  
Ph: (954) 491-1120 ext. 1063  
Fx: (954) 343-6962*

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE ERP CONSULTING EXCHANGE, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article IV is hereby amended to read as follows:

This Corporation is authorized to issue 1,500,000 shares divided into two (2) classes. The designation of each class, the number of shares of each class and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	1,000,000	\$0.01
Preferred	500,000	\$1.00

The Preferred Shares shall not be entitled to vote on any matters unless provided by Florida law.

Preferred Shares shall be redeemed in whole at One Dollar (\$1.00) per share upon the occurrence of any of the following events:

- (i) The Corporation conducts a successful initial public offering of its stock;
  - (ii) The Corporation is acquired by a third party through a merger; or
  - (iii) The Corporation sells all or substantially all of its assets.
2. The date of this Amendment is July 31, 2010.
3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Signed this 31st day of July, 2010.



Herbert P. Goertz, President