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COR AMND/RESTATE/CORRECT OR O/D RESIGN IMIA GROUP, INC.

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ARTICLES OF AMENDMENT OF IMIA GROUP, INC.

2011 DEC 16 PM 12: 25

SECRETARY OF STATE
TALLAHASSEE, FLORID:

- I. The name of the Corporation is IMIA GROUP, INC.
- II. Article II of the Corporation's Articles of Incorporation shall be amended to read as follows:

"The principal place of business address is: 9485 Regency Square Blvd., Suite 300, Jacksonville, FL 32225. The mailing address of the corporation is: 9485 Regency Square Blvd., Suite 300, Jacksonville, FL 32225."

- III. Article IV of the Corporation's Articles of Incorporation shall be amended to read as follows:
 - "3. The Corporation is authorized to issue 2,000,000 shares of common stock. Ownership of substantially all outstanding shares of the Corporation's capital stock shall be restricted to active employees of the Corporation or to a Trust established by the Corporation pursuant to an Employee Stock Ownership Plan qualified under Internal Revenue Code Sections 401(a) and 4975."
- IV. The Articles are further amended by adding an additional Article to be numbered as Article VII, the text of which reads as follows:

"Article VII: More than Fifty percent (50%) of the number of shares outstanding shall be required to approve any matter requiring the vote of the Shareholders including, but not limited to, the votes required with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of the Corporation, or such similar transaction as may be prescribed by the Secretary of the U.S. Treasury in regulations issued under Section 409(e) of the Internal Revenue Code of 1986, as amended."

V. The amendment was adopted by unanimous consent of the Corporation's shareholders on ________, 2011.

IMIA GROUP, INC.

Name:

President