

DIVISION OF CORPORATIONS

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Florida Department of State

Division of Corporations

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RELIANCE GLOBAL CORP**

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RELIANCE GLOBAL GROUP, INC.

The Articles of Incorporation, as amended, of RELIANCE GLOBAL GROUP, INC., a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.10025 of the Florida Business Corporation Act, and such amendment is set forth as follows:

FIRST: Upon the close of business on the date these Articles of Amendment are filed with the Florida Department of State (the "Effective Time"), each 85.71 shares of the Corporation's Common Stock, par value \$.0001 per share ("Common Stock") and shares of Series A Preferred Stock ("Preferred Stock", and with the Common Stock, the "Securities"), issued and outstanding shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock or Series A Preferred Stock, as the case may be, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional shares as described below (the "Reverse Stock Split"). No certificates representing fractional shares of Common Stock and Series A Preferred Stock shall be issued in connection with the Reverse Stock Split. Rather, fractional shares created as a result of the Reverse Stock Split shall be rounded up to the next largest whole number, such that, in lieu of fractional shares, each shareholder who otherwise would be entitled to receive fractional shares of Common Stock or Series A Preferred Stock, as the case may be, as a result of the Reverse Stock Split shall instead be entitled to receive the next largest whole number of shares of Common Stock or Series A Preferred Stock.

The undersigned hereby certifies that the foregoing amendments were approved and adopted by the board of directors and shareholders of the Corporation on January 25, 2021. The Reverse Stock Split will not adversely affect the rights or preferences of the holders of outstanding shares of the Corporation's Securities.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, effective as of this 3rd day of February, 2021.

RELIANCE GLOBAL GROUP, INC.

By: _____

Ezra Beyman

Chief Executive Officer

CLERK OF STATE
TALLAHASSEE, FLORIDA

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