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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PORTFOLIO RESOURCES GROUP, INC.  
a Florida corporation**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **PORTFOLIO RESOURCES GROUP, INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST.** The date of filing the Articles of Incorporation was November 18, 1992 (Document No. P92000005967).

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

Article IV of the Articles of Incorporation of the Corporation is hereby amended as follows:

**ARTICLE IV**  
**AUTHORIZED SHARES**

**Authorized Shares.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation shall be one million one hundred thousand (1,100,000) shares consisting of (i) one million (1,000,000) shares of common stock, par value \$1.00 per share (the "Common Stock"), and (ii) one hundred thousand (100,000) shares of preferred stock, par value of \$1.00 per share (the "Preferred Stock"), of which 100,000 shares are designated as "Series A Preferred Stock".

**Common Stock.** The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the Common Stock of the Corporation.

**Series A Preferred Stock.** The Series A Preferred Stock may be issued from time to time by the Board of Directors.

The Series A Preferred Stock shall:

- (i) accumulate a dividend of 3% per annum, payable every 12 months from issuance from funds legally available for distribution (or shall otherwise cumulate);
- (ii) have no conversion rights to Common Stock;

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(iii) have no voting rights, except with respect to matters pertaining to the rights and preferences of such Preferred Stock;

(iv) be redeemable, at par, by the Company at any time after one year, and by the holders thereof at any time after 5 years; and

(v) have preference over Common Stock upon liquidation.

THIRD. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged.

FOURTH. In accordance with Section 607.0123(2) of the Florida Business Corporation Act, this Amendment shall be effective upon filing with the Florida Department of State.

FIFTH. The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and unanimously approved by the board of directors and the shareholders of the Corporation by written consent on July 27, 2012, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast for the foregoing Amendment by the shareholders were sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment this 27 day of July, 2012.

PORTFOLIO RESOURCES GROUP, INC.,  
a Florida corporation

By: \_\_\_\_\_

  
Antonio Camejo (President)