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CORPORATION SERVICE COMPANY®

ACCOUNT NO. : 072100000032

REFERENCE : 601710 4724048

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : April 29, 2004

ORDER TIME : 2:01 PM

ORDER NO. : 601710-005

CUSTOMER NO: 4724048

CUSTOMER: Michele Turton, Legal Asst
Greenberg Traurig, Llp
14th Floor
200 Park Avenue
New York, NY 10166

DOMESTIC AMENDMENT FILING

NAME: MCG DIVERSIFIED, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
___ RESTATED ARTICLES OF INCORPORATION

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ARTICLES OF AMENDMENT

TO THE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MCG DIVERSIFIED, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation (the "Articles of Incorporation"):

1. The name of the corporation is MCG DIVERSIFIED, INC. (the "Corporation").

2. The amendments to the Articles of Incorporation of the Corporation set forth below (the "Amendments") were adopted and recommended to the shareholders of the Corporation by all of the Directors of the Corporation by resolution dated as of April 29, 2004, and approved by the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on April 29, 2004, in the manner prescribed by Section 607.1003 of the Act.

3. The texts of the Amendments are as follows:

a. Article III of the Articles of Incorporation shall be amended and restated in its entirely as follows:

"ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Fifty Million Ten Thousand (50,010,000), consisting of (i) Fifty Million (50,000,000) shares of common stock, par value $.001 per share (the "Common Stock") and (ii) Ten Thousand (10,000) shares of preferred stock, par value $.001 per share (the "Preferred Stock"). The designations and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. PROVISIONS RELATING TO THE COMMON STOCK

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

2. Subject to the rights of the holders of Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class of series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Common Stock, then the outstanding shares of Common Stock shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

4. Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.

B. PROVISIONS RELATING TO THE PREFERRED STOCK

1. The Preferred Stock may be issued from time to time, in one or more class or series, the shares of each class or series to have such designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time, in one or more class or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

C. GENERAL PROVISIONS

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder."

b. Article XII is hereby added to the Articles of Incorporation to read as follows:

"ARTICLE XII

1. A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal

law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, or (v) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of this Article XII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person."

4. On April 30, 2004, the Corporation effected an 8.333-for-1 forward stock split (the "Stock Split") of its Common Stock by means of a distribution of 8.333 shares of Common Stock to holders of record of Common Stock on April 30, 2004 (the "Effective Date") of Common Stock.

5. As a result of the Stock Split, every one share of Common Stock issued and outstanding on the Effective Date was automatically converted without further action into 9.333 fully paid and nonassessable shares of Common Stock, and following the Effective Date, the Corporation issued a Certificate representing 8.333 additional shares of Common Stock of the Corporation for each share of such Common Stock held by each holder of record at the close of business on the Effective Date.

6. The Stock Split and these Articles of Amendment relating thereto do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and do not result in the percentage of authorized shares that remain unissued after the

Effective Date exceeding the percentage of authorized shares that were unissued before the Effective Date.

7. The Stock Split was duly adopted by the Board of Directors of the Corporation on February 20, 2004 and by the shareholders of the Corporation on March 1, 2004. These Articles of Amendment relating to the Stock Split and the other matters described herein were approved by the Board of Directors and the Shareholders of the Corporation on April 29. 2004.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be signed in its name by its President as of this 30th day of April 2004.

MCG DIVERSIFIED, INC.,
a Florida corporation

By: Marguerite Godels
Marguerite Godels
President

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