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BASIC AMENDMENT

INTERSEARCH GROUP, INC.

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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERSEARCH GROUP, INC.
DOCUMENT NUMBER: P94000027095**

Pursuant to the provisions of section 607.10025, Florida Statutes, this Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is InterSearch Group, Inc.

SECOND: This amendment to the Corporation's Amended and Restated Articles of Incorporation has been approved by the Board of Directors in the manner and by the vote required by the Florida Statutes. The Board of Directors adopted resolutions on October 7, 2005 and October 24, 2005, approving a combination of its shares to effect a 1 for 40 reverse stock split of the issued and outstanding shares of common stock and preferred stock of the Corporation as of October 19, 2005, and authorizing an amendment to the Amended and Restated Articles of Incorporation to correspondingly decrease the number of authorized shares of capital stock of the Corporation.

THIRD: This amendment to the Amended and Restated Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

FOURTH: Each forty (40) shares of Common Stock, \$0.001 par value per share, of the Corporation issued and outstanding or held in the treasury of the Corporation automatically shall be combined into one (1) share of Common Stock of the Corporation. There shall be no fractional shares issued, and the number of shares to which a holder of Common Stock is entitled shall be rounded to the nearest whole number (for the avoidance of doubt, 0.50 shares and above shall be rounded up to the next whole number, and 0.49 and below shall be rounded down to the next whole number). The share combination effected by this amendment to the Amended and Restated Articles of Incorporation shall result in the number of authorized shares of Common Stock and Preferred Stock being

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divided by 40, but shall not result in any change to the par value of any shares of Common Stock or Preferred Stock.

FIFTH: The Amended and Restated Articles of Incorporation of the Corporation are amended as follows:

1. Section A of Article III (Capital Stock) is hereby amended and restated to read in its entirety as follows:

"III
Capital Stock

A. The Corporation shall have the authority to issue an aggregate of one hundred and thirty million (130,000,000) shares, of which one hundred and twenty five million (125,000,000) shares shall be Common Stock having a par value of \$0.001 per share (the "Common Stock"), and five million (5,000,000) shares shall be Preferred Stock having a par value of \$0.001 per share (the "Preferred Stock"), of which 3,436,069 shall be designated as "Series A Preferred Stock".

SIXTH: The foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation was adopted and approved by the Board of Directors of the Corporation, in accordance with section 607.10025(2) of the Florida Statutes, on October 24, 2005 and is being filed in order to reflect the aforementioned reverse stock split. The number of votes cast for the amendment were sufficient for approval.

The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Amended and Restated Articles of Incorporation with the Florida Department of State.

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The undersigned officer of the Corporation has executed this Amendment to the
Amended and Restated Articles of Incorporation this 24th day of October, 2005.

InterSearch Group, Inc.

By: *Daniel M. O'Donnell*
Name: Daniel M. O'Donnell
Title: President