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BUSH ROSS P A

NO 4220

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AGENCY SOLUTIONS INTERNATIONAL, INC.**

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AGENCY SOLUTIONS INTERNATIONAL, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of subsection (e), to Article IV, Section A, V, and by substituting in its place the following paragraph as new subsection (c):

"c. Redeemed or Otherwise Acquired Shares. All shares of Preferred Stock redeemed pursuant to this Section V or otherwise acquired by the Corporation in any manner whatsoever (other than in connection with a conversion pursuant to subsection (k), to Article IV, Section A, IV) shall constitute authorized but unissued shares of the same class and same series. All shares of Preferred Stock redeemed or otherwise acquired by the Corporation prior to the date of this amendment (other than in connection with a conversion pursuant to subsection (k), to Article IV, Section A, IV) shall be treated as authorized shares, even if such shares should have been cancelled under the Corporation's Article of Incorporation, and the Corporation's subsequent issuance of such shares, is hereby ratified and approved, and such shares shall be treated as issued and outstanding shares as of the effective date of their issuance, or, if this amendment can not be given retroactive effect, upon the date of this amendment."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, as the directors of the Corporation approved the amendment at a meeting held on September 18, 2008, and the shareholders of the Corporation executed a written statement, dated September 19, 2008, manifesting their intention that the amendment be adopted. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The Corporation has caused these Articles of Amendment to be prepared under the signature of its Chief Executive Officer this 24<sup>th</sup> day of September 2008.

**AGENCY SOLUTIONS INTERNATIONAL, INC.**

By: Chad B. Martin  
Its: Chairman