



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 944627 113846A
AUTHORIZATION : *Patricia Pajot*
COST LIMIT : \$ 43.75

ORDER DATE : October 27, 2004
ORDER TIME : 2:51 PM
ORDER NO. : 944627-005
CUSTOMER NO: 113846A
CUSTOMER: Peter Rothenberg, Esq
Peter Rothenberg, Esq
11 E. 44th Street
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: COOPER & HAYES INC.

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: _____

Articles of Amendment
to
Articles of Incorporation
of

COOPER & HAYES INC.

(Name of corporation as currently filed with the Florida Dept. of State)

04 NOV - 8 PM 4:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97000108664

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

RCRC HOLDINGS INC.

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

NONE

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: October 25, 2004

Effective date if applicable: Amendment file date
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27th day of October, 2004.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ric Cooper

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35