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•• ADMITTED IN NY AND NJ  
• ADMITTED IN NY  
Δ ADMITTED IN NY AND FL  
+ ADMITTED IN NY, CT AND FL

October 28, 2004

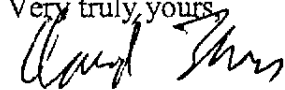
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: RTG Ventures, Inc.

Dear Gentlemen:

I enclose for filing a Certificate of Amendment for RTG Ventures, Inc., together with a check for the \$35.00 filing fee and an extra copy of the amendment. Would you please file the amendment, stamp the copy and return the copy to me at the above address.

Very truly yours,



David C. Thomas

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
RTG VENTURES, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Section 4.1 of Article IV is amended to read as follows.

ARTICLE IV  
SHARES

4.1 The capital stock of this corporation shall consist of 100,000,000 shares of Common Stock, no par value.

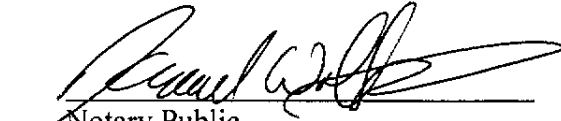
I hereby certify that the foregoing amendment was adopted by a majority vote of the shareholders and directors of the Corporation on February 12, 2004 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have heretofore subscribed to and executed these Articles of Amendment to Articles of Incorporation this 20th day of October, 2003.

  
\_\_\_\_\_  
Linda Perry, President

CEO

The foregoing instrument was acknowledged before me on October 20, 2004 by Linda Perry, who is personally known to me.

  
\_\_\_\_\_  
Notary Public

My commission expires:

DAVID J. WOLKENSTEIN  
Notary Public, State of New York  
No. 02WO6001006  
Qualified in: Kings County  
Commission Expires Dec. 29, 2005