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Division of Corporations

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From: Account Name : FILINGS, INC.
Account Number : 072720000101
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BASIC AMENDMENT

GREENHOLD GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED

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DIVISION OF CORPORATIONS

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Amend
8/6/04

#04000161857

**ARTICLES OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
GREENHOLD GROUP, INC.**

Greenhold Group, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, DOES HEREBY CERTIFY:

FIRST: That the Sole Director of the Corporation duly adopted resolutions on July 29, 2004 proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended, as follows:

RESOLVED: That the Board of Directors recommends and deems it advisable that the Certificate of Incorporation of this Corporation be amended by deleting the existing ARTICLE "III" in its entirety and substituting therefore the following paragraphs attached hereto as **EXHIBIT A**; and

RESOLVED: That the aforesaid proposed amendments shall be submitted to the shareholders of the Corporation for approval; and

RESOLVED: That following the approval by the stockholders of the aforesaid proposed amendments as required by law, the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed, (i) to prepare, execute and file with the Secretary of State of Florida a Certificate of Amendment setting forth the aforesaid amendments in the form approved by the stockholders and (ii) to take any and all other actions necessary desirable or convenient to give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendments in accordance with the provisions of Section 607.0704 of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, Greenhold Group, Inc. has caused this certificate to be signed by John Harris, its Chief Executive Officer this 3rd day of August 2004.

GREENHOLD GROUP, INC.

By John Harris / John Harris
John Harris / John Harris
Chief Executive Officer

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EXHIBIT A

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is one billion (1,000,000,000) shares, all of which shall be common stock, par value \$.001 per share.

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