

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
DISCOVERY CAPITAL GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DISCOVERY CAPITAL GROUP, INC.**

The undersigned, does hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is: Discovery Capital Group, Inc.

**ARTICLE TWO
PRINCIPLE OFFICE**

The principal office and mailing address of the Corporation is:

150 N. Federal Highway, Suite 230
Ft. Lauderdale, FL 33301

**ARTICLE THREE
REGISTERED AGENT AND REGISTERED OFFICE**

The name and post office address of the Corporation's registered agent is:

Jay L. Valinsky, Esq.
Kipnis Tescher Lippman & Valinsky, P.A.
100 NE 3rd Avenue, Suite 610
Ft. Lauderdale, FL 33301

**ARTICLE FOUR
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 60,000,000 of which are to be divided into two classes as follows:

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50,000,000 shares of common stock, par value \$.0001 per share; and
10,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued from time to time in one or more series and with such designations, rights, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

ARTICLE FIVE

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE SIX

CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

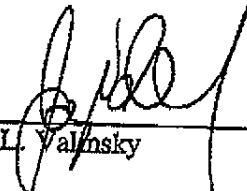
ARTICLE SEVEN

INDEMNIFICATION

The Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

THE UNDERSIGNED, named as the registered agent in Article Three of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


REGISTERED AGENT:



Jay L. Valinsky

The foregoing was adopted by the written consent of the sole director of the Corporation as of April 9, 2001 and a majority of the shareholders of the Corporation as of April 9, 2001 pursuant to Sections 607.0821, 607.0704, 607.1003 and 607.1007 Florida Statutes. The number of votes cast for the amendments by the shareholders was sufficient for approval.

Dated as of April 10, 2001



Erik Walsh, President