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BASIC AMENDMENT

DISCOVERY CAPITAL GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Amendment

07-24-01

DC 7/23/01

ARTICLES OF AMENDMENT  
CERTIFICATE OF DETERMINATION  
OF PREFERENCES OF  
PREFERRED SHARES DESIGNATED  
"SERIES A CONVERTIBLE PREFERRED STOCK"  
OF  
DISCOVERY CAPITAL GROUP, INC.  
a Florida Corporation

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The undersigned, Erik Walsh, President and Secretary, does hereby certify that:

(i) He is the duly-elected and acting President and Secretary, respectively, of Discovery Capital Group, Inc., a Florida corporation (the "Company").

(ii) Pursuant to authority given by the Company's Amended and Restated Articles of Incorporation, the Board of Directors of this Company has duly adopted the following recitals and resolutions on July 20, 2001 which recitals and resolutions do not require shareholder approval.

WHEREAS, the Company's Amended and Restated Articles of Incorporation provide for a class of shares known as Preferred Stock, \$.0001 par value per share, issuable from time to time; and

WHEREAS, the Board of Directors of the Company is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued Preferred Stock, to fix the number of shares constituting any such class and to determine the designation thereof, or any of them; and

WHEREAS, this Company has not heretofore issued any shares of its Preferred Stock; and

WHEREAS, the Board of Directors of the Company desires, pursuant to its authority, to determine and fix the rights, preferences, privileges and restrictions relating to a separate class of

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Jay Valinsky, FL Bar #: 0625109

said Preferred Stock to be designated "Series A Convertible Preferred Stock" totaling 700,000 shares (the "Series A Preferred Stock");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby fixes and determines the designation of the number of shares constituting, and the rights, preferences, privileges and restrictions relating to, the Series A Preferred Stock as follows:

1. Designation and Number of Shares. The Series A Preferred Stock shall be designated "Series A Convertible Preferred Stock" having a par value of \$.0001 per share, and the number of shares constituting the Series A Preferred Stock shall be 700,000 shares.
2. Dividend Rights. The Series A Preferred Stock shall be entitled to receive dividends if, when and to the extent declared by the Company's Board of Directors, in their sole discretion. So long as fifty percent (50%) or more of the Series A Preferred Stock shall be issued and outstanding, the Company shall not declare or pay or set apart for payment any dividends to any holders of common stock or any other series of preferred stock or any other securities of the Company.
3. Conversion Rights. Holders of the Series A Preferred Stock will have the right, at their option and subject to procedures established from time to time by the Company, to convert each share of Series A Preferred Stock into one (1) share of the Company's common stock, \$.0001 par value, subject to any customary adjustments of the Company's common stock and/or Series A Preferred Stock, subject to applicable federal and state securities laws, at any time subsequent to the successful completion of an initial public offering by the Company or a merger or reverse merger by the Company with a public company and/or a subsidiary thereof, subject to any lock-up provisions required by any underwriter in connection therewith or lock-up provisions as may

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be determined by the Company's Board of Directors in its sole discretion, not to exceed 180 days from the consummation of any such transaction. However, after the earlier to occur of: (i) the payment of any dividend or other distribution (whether in cash, securities or other property) to the Company's Series A Preferred Stockholders; or (ii) the second year anniversary of the issuance of the Series A Preferred Stock or any time thereafter, the Company's Board of Directors may, in its sole discretion, require the conversion of such Series A Preferred Stock at any time thereafter on such terms as described above.

No fractional share or scrip representing a fractional share of common stock will be issued upon conversion of the Series A Preferred Stock. In the event of any reclassification, merger, consolidation or change of shares of the Series A Preferred Stock and/or the common stock of the Company, the Company shall make adjustments to the conversion ratio which shall be nearly as equivalent to that stated above as may be practical.

4. Voting Rights. Except as may be otherwise required by applicable law, the holders of Series A Preferred Stock shall not be entitled to any voting rights.

5. Liquidation Rights. In the event of the liquidation, dissolution or winding up of the Company, holders of the then issued and outstanding Series A Preferred Stock, if any, shall be entitled to receive, after due payment or provision for payment of the debts and other liabilities of the Company, a liquidating distribution of up to \$5.00 per share on a pro-rata basis before any distribution may be made to holders of common stock or any other series of preferred stock of the Company or any other Company securities.


6. Miscellaneous.

(A) The Series A Preferred Stock has no pre-emptive rights. The Series A Preferred Stock, when issued, will be legally issued, fully paid and non-assessable.

FURTHER RESOLVED, that the President or any Vice President, and the Secretary, the Chief Financial Officer, the Treasurer or any Assistant Secretary or Assistant Treasurer of this Company are each authorized to execute, verify and file a certificate of determination of preferences in accordance with Florida law.

The authorized number of shares of Preferred Stock of the Company is 10,000,000 shares, par value \$.0001 per share, no shares of which have been heretofore issued, and no shares of which are outstanding.

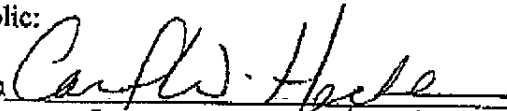
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Determination on July 23, 2001.

  
\_\_\_\_\_  
Erik Walsh, President and Secretary

STATE OF FLORIDA        )  
                                  )SS:  
COUNTY OF PALM BEACH)

The foregoing Articles of Amendment Certificate of Determination of Preferences of Preferred Shares Designated "Series A Convertible Preferred Stock" was acknowledged before me this 23 day of July, 2001, by Erik Walsh as President of Discovery Capital Group, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me, or has produced \_\_\_\_\_ as identification and did/did not take an oath.

Notary Public:

sign   
\_\_\_\_\_

print Carol W. Heckler  
\_\_\_\_\_

State of Florida at Large (Seal)

My Commission Expires:



Carol W. Heckler  
MY COMMISSION # CC719518 EXPIRES  
April 24, 2002  
BONDED THRU TROY FAN INSURANCE, INC.