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LEAVITT MANAGEMENT GROUP, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
LEAVITT MANAGEMENT GROUP, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Leavitt Management Group, Inc. (the "Corporation").

ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS

All of the Directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by Written Consent dated January 13th, 2006, executed in accordance with the provisions of Section 607.0821 of the Florida Statutes, all of the shareholders of the Corporation approved the resolution amending Article III of the Articles of Incorporation by Written Consent dated January 13th, 2006, executed in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE III

Shares

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one

time is twenty million two hundred thousand (20,200,000), of which two hundred thousand (200,000) shares having a par value of \$.0005 per share shall be shares of voting common stock and twenty million (20,000,000) shares having a par value of \$.0005 per share shall be shares of non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of voting common stock of this Corporation shall be entitled to one (1) vote for each share of voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of non-voting common stock, shall be identical in all respects to those of the shares of voting common stock. Accordingly, each share of common stock, both voting and non-voting, shall receive equal dividends if and when declared by the Board of Directors, and, in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the voting and non-voting common stock in proportion to the number of shares held by the holders of such shares."

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing with the Florida Department of State.

Dated this 13th day of January, 2006.

LEAVITT MANAGEMENT GROUP, INC.

By: Mike Leavitt
Michael D. Leavitt, President