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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
C2 GLOBAL TECHNOLOGIES INC.**

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**ARTICLES OF AMENDMENT TO
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
C2 GLOBAL TECHNOLOGIES INC.**

Pursuant to the Amended and Restated Articles of Incorporation of C2 Global Technologies Inc. (the "Corporation") as amended (the "Articles of Incorporation") and the provisions of Section 607.1003 of the Florida Business Corporation Act (the "Act"), the Board of Directors recommended and the shareholders of the Corporation have approved the following amendment to the Articles of Incorporation:


1. Article I of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

"Article I. The name of the corporation is Counsel RB Capital Inc."

2. As permitted by Section 607.0704 of the Act, shareholder approval was obtained by written consent of shareholders holding a majority of the outstanding stock of the Corporation and without a meeting. A copy of such written consent is attached hereto and is being filed with this amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of the Articles of Incorporation to be executed by its authorized officer this 19th day of January, 2011.

C2 GLOBAL TECHNOLOGIES INC.

By: 
Stephen A. Weintraub
Chief Financial Officer and
Corporate Secretary

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Attachment

**WRITTEN CONSENT OF
SHAREHOLDERS OF
C2 GLOBAL TECHNOLOGIES INC.**

See attached.

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CZ GLOBAL TECHNOLOGIES INC.

**CONSENT ACTION
OF MAJORITY SHAREHOLDERS**

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The undersigned holders of a majority of the shares of common stock of CZ Global Technologies Inc., a Florida corporation (the "Company"), by signing below, effective as of December 20, 2010, hereby consent to and evidence their approval of the Company taking the following corporate actions without a meeting of shareholders and without submitting such actions to a vote of the Company's shareholders at such a meeting, as permitted under Section 607.0704 of the Florida Business Corporation Act:

- Changing the name of the Company to "Counsel RB Capital Inc.";
- Filing Articles of Amendment amending the Amended and Restated Articles of Incorporation of the Company to effect the foregoing name change; and
- Taking any other corporate actions reasonably necessary to effect any of the foregoing.

[signatures appear on following page]

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IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing effective on the date first written above.

COUNSEL COMMUNICATIONS LLC

By: [Signature]
Name: S. WENTWORTH
Its: Secretary
Date: December 10, 2010

COUNSEL LLC

By: [Signature]
Name: S. WENTWORTH
Its: Secretary
Date: December 10, 2010

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