

PO/000107026

(Requestor's Name)

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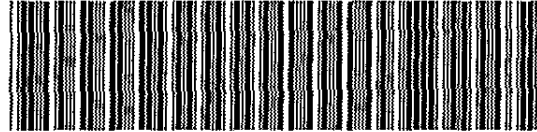
(Business Entity Name)

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Amend/HC

[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: E2 CAPITAL PARTNERS, INC.

DOCUMENT NUMBER: P01000107026

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KARIN ANDERSEN

(Name of Contact Person)

e2 Group, Inc. (c/o Tricap Partners LLC)

(Firm/ Company)

One SE Third Avenue, Suite 3120

(Address)

Miami, FL 33131

(City/ State and Zip Code)

For further information concerning this matter, please call:

Eric Saucedo

(Name of Contact Person)

at (305) 373.0830

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
07 FEB 22 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E2 CAPITAL PARTNERS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P01000107026

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

e2 Group, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached "MINUTES OF FIRST ANNUAL MEETING OF SHAREHOLDERS OF E2 GROUP, INC." dated February 1, 2007.

Resolved and Amended as follows:

(1) Change Name of Corporation

(2) Change of "Principal Address"

(3) Change of "Mailing Address"

(4) Change of "Registered Agent"

(5) Change of "Officers & Directors"

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: Feb. 1, 2007

Effective date if applicable: Feb. 1, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

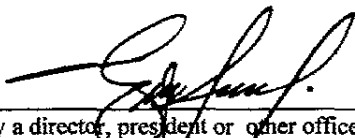
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Eric Saucedo

(Typed or printed name of person signing)

Chairman of the Board

(Title of person signing)

FILING FEE: \$35

**MINUTES OF FIRST ANNUAL MEETING
OF MEMBERS
OF
E2 GROUP, INC.**

FEBRUARY 1, 2007

The first annual meeting of the Members of e2 Group, Inc. (the "Company") was held on February 1, 2007, the date and time and at the place set forth in the written waiver of notice signed by the Members, fixing such time and place, and prefixed to the minutes of this meeting.

There were present at the meeting all of the Shareholders of e2 Group, as follows: Karin Andersen, Victoria London, and Eric Saucedo. The meeting was called to order by Eric Saucedo and it was moved, seconded and unanimously carried that Eric Saucedo act as the Chairman and that Karin Andersen act as Secretary. The Chairman then stated that all of the Members were present.

Eric Saucedo presented his annual report and, after discussion, the report was accepted and ordered filed with the Secretary. The annual report consisted of a summary of the actions taken to date by Karin Andersen, Victoria London and Eric Saucedo in organizing the Company.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Florida corporation "E2 CAPITAL PARTNERS, INC." incorporated in the State of Florida on November 6, 2001 (Doc. No. P01000107026, FEI No. 651157963) active and in good standing shall, as of February 1, 2007, change its corporate name to "E2 GROUP, INC." This will be reflected by the Florida Department of State Division of Corporations in the "Articles of Amendment to Articles of Incorporation of E2 Capital Partners, Inc." and attached herein.

RESOLVED, that the PRINCIPAL ADDRESS of the Company shall be as follows:

c/o Tricap Partners LLC
One SE Third Avenue
Suite 3120
Miami, FL 33131

This will be reflected by the Florida Department of State Division of Corporations in the "Articles of Amendment to Articles of Incorporation of E2 Capital Partners, Inc." and attached herein.

RESOLVED, that the MAILING ADDRESS of the Company shall be as follows:

c/o Tricap Partners LLC
One SE Third Avenue
Suite 3120
Miami, FL 33131

This will be reflected by the Florida Department of State Division of Corporations in the "Articles of Amendment to Articles of Incorporation of E2 Capital Partners, Inc." and attached herein.

RESOLVED, that the REGISTERED AGENT of the Company shall be as follows:

Karin Andersen, c/o Tricap Partners LLC
One SE Third Avenue
Suite 3120
Miami, FL 33131

This will be reflected by the Florida Department of State Division of Corporations in the "Articles of Amendment to Articles of Incorporation of E2 Capital Partners, Inc." and attached herein.

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RESOLVED, that the OFFICERS/DIRECTOR DETAILS shall be the persons listed below be, and they hereby are, elected to the Board of Directors of the Company, to serve until the next annual meeting of e2 Group, Inc. and until their successors are duly elected and qualify:

Name & Address	Title
Eric Saucedo One SE Third Avenue Suite 3120 Miami, FL 33131	Chief Financial Officer & Chairman of the Board
Karin Andersen One SE Third Avenue Suite 3120 Miami, FL 33131	President, Secretary & Member of the Board
Victoria London One SE Third Avenue Suite 3120 Miami, FL 33131	Senior Vice President & Member of the Board
Matthew J. Tucker One SE Third Avenue Suite 3120 Miami, FL 33131	Senior Vice President & Member of the Board

[THIS AREA INTENTIONALLY LEFT BLANK]

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

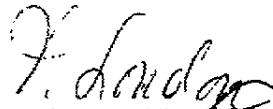
Dated: February 1, 2007



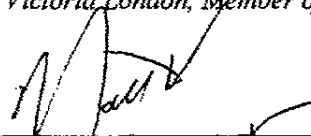
Eric Sampedro, Chairman of the Board



Karin Andersen, Member of the Board



Victoria London, Member of the Board



Matthew J. Tucker, Member of the Board