



CERTIFICATE OF THE ISSUER

CURRENT SHARES OUTSTANDING

June 29, 2010

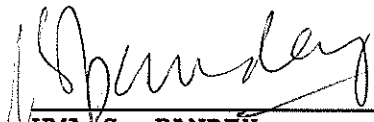
1. The undersigned hereby acknowledges that the current capitalization of **PRG Group, Inc.** (PRGJ) is as follows:

Total Common Shares - Restricted	65,826,500
<u>Total Common Shares - Float</u>	<u>30,962,596</u>
Total Common Shares Issued & Outstanding	96,789,096

2. This information may be used for legal disclosure purposes, including use by the Pink-OTC Markets in June 2010.

FOR PRG GROUP, INC.

By:



UMA S. PANDEY
PRESIDENT AND DIRECTOR

Dated:

6/30/10

SEAL: