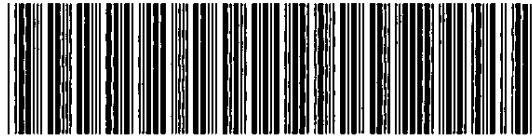


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Mayra Hernandez
(Requestor's Name)

Opay Inc
(Address)

16853 NE 2nd Ave
(Address)

North Miami Beach FL 33162
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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Amend

G. Goulette JUN 03 2008

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
QPAY, INC.

ITEM I.

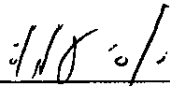
Article 4 of the Articles of Incorporation of QPAY, INC. is hereby amended to read:

4. Capital Stock: The total authorized capital stock of this corporation shall consist of Twenty-Five Million (25,000,000) shares of common stock, par value \$.0001 per share. Upon filing of these Articles of Amendment, each share of issued and outstanding common capital stock shall automatically be deemed surrendered and exchanged for Seventy Thousand One Hundred Twenty-Four and 91/100 (70,124.91) shares of common stock authorized hereby.

ITEM II.

The foregoing Amendment was approved by the Directors and adopted by vote of the Stockholders sufficient for approval on the 28 day of May, 2008.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 28 day of May, 2008.



Yossi Amossy, President and Secretary

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