P06000090216

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TALLAHASSEE, FLORIDA

Amended + Restated

TB 6/13/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PowePad, Inc.

DOCUMENT NUMBER: P06000090216

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

Please return all correspondence concerning this matter to the following:

Ryan Tseng
(Name of Contact Person)

PowerPad, Inc.
(Firm/ Company)

370 Centerpointe Circle, Suite 1196
(Address)

Altamonte Springs, FL 32701
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ryan Tseng at (407) 402-6387
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [x] $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

WiPower

Take charge.

June 10, 2008

Ms. Teresa Brown
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Subject: ***ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF POWERPAD, INC.***

Dear Ms. Brown,

We acknowledge receipt of your May 13, 2008 letter (Letter No. 508A00030462) referencing the deletion of our DBA.

We are re-submitting the attached corrected documents for your further handling.

Should you have questions, please contact me at 407-332-4700 X 206.

Sincerely,

C. Tseng

PowerPad, Inc.
Dba **WiPower, Inc.**
Carlos Tseng
Chief Financial Officer

Enclosures

370 CenterPointe Circle, Suite 1196
Altamonte Springs, FL 32701
www.WiPowerInc.com

Tel. 407-402-6387
Fax 407-358-5109
E Mail: RTseng@WiPowerInc.com

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
POWERPAD, INC.

In accordance with the Florida Business Corporation Act, the Florida Statutes, as hereafter amended and modified (the"FBCA"), the Board of Directors of POWERPAD, INC., a Florida corporation (the "CORPORATION"), hereby amends and restates in its entirety the Articles of Incorporation of the Corporation as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the Corporation is: Powerpad, Inc.

ARTICLE II.
PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 370 CenterPointe Circle, Suite 1196, Altamonte Springs, Florida 32701

ARTICLE III
PURPOSES

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

4.1 AUTHORIZED SHARES. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 5,000,000 shares, of which 5,000,000 shares shall be common stock, having a par value of $.001 per share (referred to in these First Amended and Restated Articles of Incorporation as "COMMON STOCK"). All or any portion of the Common Stock may be issued in payment for real or personal property, services, or any other right or thing having value, in the judgment of the Board of Directors, at least equivalent to the full value of the shares so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Board of Directs shall be the sole judge of the value of any property, right or thing acquired in exchange for the shares, and their judgment of such value shall be conclusive.

4.2 COMMON STOCK.

(a) RELATIVE RIGHTS. Except as otherwise provided in these Amended and Restated Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(b) VOTING RIGHTS. Each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(c) SHARES ACQUIRED BY THE CORPORATION. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

(d) NO PREEMPTIVE RIGHTS. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
REGISTERED OFFICE AND AGENT

The Corporation designates 370 CenterPointe Circle, Suite 1196 Altamonte Springs, Florida 32701 as the street address of the registered office of the Corporation and names Carlos Tseng the Corporation's registered agent at that address to accept service of process within its state.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors as of the date of adoption of these Amended and Restated Articles of Incorporation is two (2). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than two (2). Directors shall be elected annually, at the annual meeting of the shareholders of the Corporation, by the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

ARTICLE VII
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time in the manner provided for therein.

ARTICLE VIII
AMENDMENTS

8.1 ARTICLES OF INCORPORATION. The affirmative vote of a majority of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of a majority of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provisions inconsistent with the purpose or intent of these Amended and Restated Articles of Incorporation. Notice of any such proposed amendment, repeal or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by law.

8.2 BYLAWS. The Board of Directors shall have the power to amend or repeal the ByLaws in such manner as shall be prescribed by the ByLaws, and nothing herein shall serve to limit such power.

ARTICLE IX
INDEMNITIES

The liability of the Corporation's Officers, Directors, Employees and Agents is limited. The Corporation shall have the power to fully indemnify its Officers, Directors, Employees and Agents as provided for in Florida Statutes Chapter 607. The determination regarding indemnity, as required by these Statutes, shall be made by the Directors.

Articles of Amendment
to
Articles of Incorporation
of

PowerPad Inc.

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

P06000090216

(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):

(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)

~~Article I : dba "WiPower, Inc."~~ R.T. 6/10/08

ARTICLE IV: AUTHORIZED SHARES OF CAPITAL STOCK IS 5,000,000 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF $0.01/SHARE.

(SEE ATTACHED AMENDED ARTICLES of INCORPORATION DATED 12/26/07)

(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)

(continued)

The date of each amendment(s) adoption: 12/26/2007

Effective date if applicable: ______________________
(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)

RYAN TSENG
(Typed or printed name of person signing)

CEO
(Title of person signing)

FILING FEE: $35