

Jan. 2, 2013, 9:23AM
Division of Corporations

PETERSON & MYERS PA

No. 3595 P. 1 Page 1 of 1

J58518

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
K-TECHNOLOGIES, INC.**

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JAN 2 2013

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
K-TECHNOLOGIES, INC.**

K-Technologies, Inc. (Document No. J58518), a corporation organized under the provisions of the Florida Business Corporation Act (the "Act"), files these Articles of Amendment to Amended and Restated Articles of Incorporation pursuant to the Act:

1. The name of this corporation is "K-Technologies, Inc." and this corporation was originally incorporated pursuant to the Act on February 23, 1987.
2. These Articles of Amendment contain amendments to the corporation's Amended and Restated Articles of Incorporation as originally filed, and as amended and restated on November 14, 2011, requiring shareholder approval.
3. These amendments were duly adopted and approved by the directors and the shareholders of the corporation pursuant to Sections 607.0704 and 607.0821 of the Act pursuant to actions by written consent of the directors and the shareholders of the corporation dated as of January 2, 2013.
4. The holders of shares of both the common stock and preferred stock of the corporation were entitled to vote on this amendment. The number of votes cast for these Articles of Amendment by each such class of shareholders was sufficient for approval.
5. The initial paragraph of Article Fifth of the corporation's initial Articles of Incorporation, as amended and restated prior to the date hereof, is amended and restated in its entirety as follows:

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 30,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and (ii) 8,500,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock").

6. The initial paragraph of Section B of Article Fifth of the corporation's Articles of Incorporation, as amended and restated prior to the date hereof, is amended and restated in its entirety as follows:

Eight Million Five Hundred Thousand (8,500,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "**Series A Preferred Stock**" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "Sections" or "Subsections" in this Part B of this Article Fifth refer to sections and subsections of Part B of this Article Fifth.

* * *

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IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its President as of January 2, 2013.

A handwritten signature in black ink, appearing to read "Thomas E. Baroody", is written over a horizontal line.

Thomas E. Baroody, President

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