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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VOLOGY, INC.

(FLORIDA DOCUMENT NO. P01000114575)

Pursuant to the provisions of Section 607.1006, Florida Statutes, Vology, Inc., a Florida corporation (the "Corporation"), hereby adopts the following amendment to the Corporation's Articles of Incorporation:

1. The name of the Corporation is Vology, Inc.
2. On June 3, 2008, the Corporation filed Articles of Amendment to its Articles of Incorporation (the "Series A Designation") with the Florida Department of State that set forth the preferences, limitations, and relative rights of its 6% Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock").
3. The definition of "Call Option Amount" set forth in Section 1 of the Series A Designation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"Call Option Amount" means, for each share of Preferred Stock, (a) the issue price of \$2.75 per share, plus (b) an additional 36.0% of the issue price, or \$0.990 per share, plus (c) commencing October 16, 2010, an additional 18.0% of the issue price, or \$0.495 per share, per annum, calculated on the date that is ten (10) days prior to the cash distribution of the Call Option proceeds. If the Call Option is exercised before October 15, 2010 or after October 16, 2010, the amount of the incremental percentage accrued shall be prorated for the actual number of days elapsed from October 16, 2010, to the date of determination, calculated on the basis of a 365 or 366 day year, as applicable.

4. The definition of "Put Option Amount" set forth in Section 1 of the Series A Designation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"Put Option Amount" means, for each share of Preferred Stock, (a) the issue price of \$2.75 per share, plus (b) an additional 36.0% of the issue price, or \$0.990 per share, plus (c) commencing October 16, 2010, an additional 18.0% of the issue price, or \$0.495 per share, per annum, calculated on the date that is ten (10) days prior to the cash distribution of the Put Option proceeds. If the Put Option is exercised after October 16, 2010, the amount of the incremental percentage accrued shall be prorated for the actual number of days elapsed from October 16, 2010, to the date of determination, calculated on the basis of a 365 or 366 day year, as applicable.

5. Section 8 of the Series A Designation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"Section 8. Call Option." At any time commencing six (12) months from the date of the Closing of the sale of shares of Series A Preferred Stock, the Company shall have an option (the "Call Option") to purchase up to 100% of the

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outstanding shares of Preferred Stock at a price equal to Call Option Amount. The Company shall provide at least ten (10) days written notice call ("Notice Period") to the Holders of the Preferred Stock of its intention to purchase the Series A Preferred Stock. During the Notice Period, the Holders shall have the right to convert their shares of Preferred Stock into shares of the Company's Common Stock.

6. Section 9 of the Series A Designation is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"Section 9. Put Option. The Holders of the Preferred Shares shall have an option to require the Company to purchase all or any portion of the shares of Preferred Stock at a price equal to the Put Option Amount. The Put Option must be exercised, if at all, during the thirty (30) day period commencing on October 15, 2011.

7. The amendments were adopted by the Corporation's board of directors on February 4, 2010, and approved by the holders of the Series A Preferred Stock on March 15, 2010.
8. The holders of the Series A Preferred Stock were the only voting group of shareholders entitled to vote on the amendments. The number of votes cast for the amendments by the holders of the Series A Preferred Stock was sufficient for approval.
9. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Vology, Inc. on March 16, 2010.

VOLOGY, INC.

By: 

Steve Torres
Chief Financial Officer
(Authorized Officer)