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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/7/06

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SUPERPLAY USA, INC.

DOCUMENT NUMBER: P04000080433

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

Please return all correspondence concerning this matter to the following:

ROBERT J. GORMAN

(Name of Contact Person)

ROBERT J. GORMAN, P.A.

(Firm/ Company)

1209 Delaware Avenue

(Address)

Fort Pierce, FL 34950

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert J. Gorman, Esquire

(Name of Contact Person)

at (772) 465-5311

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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

ARTICLES OF AMENDMENT

FILED
06 FEB -1 AM 10:39
CLERK OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed on behalf of the following Corporation:

1. SUPERPLAY USA, INC.

2. The text of each amendment adopted:

Article IV: STOCK

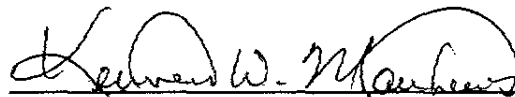
The aggregate number of shares of stock and its par value that this Corporation is authorized to have outstanding at any one time is Ten Million (10,000,000) shares of common stock at \$.01 par value per share.

3. The exchange and cancellation of issued shares shall be accomplished by each shareholder relinquishing his shares in exchange for a new certificate or if not continuing as a shareholder in cancellation and liquidation of their interest.

4. Date of Amendment's adoption: November 15, 2005.

The amendment was adopted by the Board of Directors and the Shareholders. The number of votes cast for the Amendment by the Shareholders was unanimous.

5. These Articles of Amendment shall be effective upon filing.



KENNETH W. MATTHEWS, President



COLLEEN GREER, Secretary