

APR. 11. 2007 1:07PM

TRENAM KEMKER

NO. 7437 P 1

P05000097730

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OIWARE, INC.

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ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
OIWARE, INC.

Document No. P05000097730

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete in its entirety Article Four of the Articles of Incorporation and replace it with the following:

\*\*\*\*\*

ARTICLE FOUR

Capital Stock

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of Class A, voting common stock, par value \$.0001 per share (the "Voting Common Stock"), and 40,000,000 shares of Class B, nonvoting common stock, par value \$.0001 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting.

(i) The relative rights, privileges and limitations of the shares of Voting Common Stock and the Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the elections of directors and for all other purposes shall be vested exclusively in the holders of the shares of Voting Common Stock and, except as otherwise required by law, the holders of the shares of Nonvoting Common Stock shall not have any voting power. Each share of Voting Common Stock shall entitle the holder thereof to

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one vote at every annual or special meeting of the stockholders of this corporation. Distributions of either shares of Voting Common Stock or Nonvoting Common Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

(ii) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

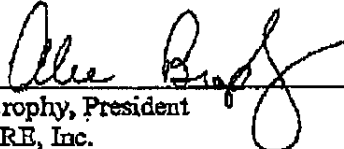
(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the proceeding paragraph.

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This amendment to the Articles of Incorporation was adopted by the written consent of stockholders holding a majority of the outstanding stock of the Corporation on March 29, 2007 in accordance with the Florida Business Corporation Act.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Amendment of the Articles of Incorporation this 29 day of March, 2007.

  
Alec Brophy, President  
OIWARE, Inc.

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