

P05000098396

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOCRATIC SOLUTIONS, INC.**

The Articles of Incorporation of Socratic Solutions, Inc. (the "Company"), a company organized and existing under the laws of the State of Florida and bearing Document #P05000098396, are amended as follows:

1. Paragraph (i) of Article V, as amended on April 12, 2006, is hereby amended and restated as follows:

(i) Fifty Million (50,000,000) shares shall be designated Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders

2. Paragraph 1 under the Series A 9% Convertible Preferred Stock Designation within paragraph (ii) of Article V, as designated on November 8, 2006, is hereby further amended and restated as follows:

Series A 9% Convertible Preferred Stock

1. **Designation and Number of Shares.** Seven Hundred Twenty Thousand (720,000) shares of preferred stock (the "Shares") are hereby designated as Series A 9% Convertible Preferred Stock (the "Series A 9% Preferred Stock").

The remainder of Article V remains unchanged.

The foregoing Amendment was adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Company pursuant to the Florida Business Corporation Act. Therefore, the number of votes cast for the Amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed by its duly authorized officer.

Dated: Jan. 22, 2007

SOCRATIC SOLUTIONS, INC.


Kirsten Fisch, President

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