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**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEXT SPHERE TECHNOLOGIES, INC.
(Document #P06000096058)**

NEXT SPHERE TECHNOLOGIES, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act of the State of Florida (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation has adopted resolutions by unanimous written consent thereof setting forth a proposed amendment to the Corporation's Articles of Incorporation to increase the authorized number of shares of Common Stock of the Corporation as set forth below by deleting Article III thereof, and substituting a new Article III in lieu thereof, declaring said amendment to be advisable, and directing that the amendment be submitted to the shareholders of the Corporation for their written consent as permitted by Chapter 607 of the General Corporation Law of the State of Florida.

SECOND: That Article III of the Articles of Incorporation of the Corporation is deleted and the following new Article III is substituted in lieu thereof:

"ARTICLE III – Capital Stock

This corporation shall be authorized to issue a total of 22,500,000 shares of two classes of capital stock to be designated, respectively, as preferred stock ("Preferred Stock") and common stock ("Common Stock"). The total number of shares of Preferred Stock the corporation shall have authority to issue is 2,500,000, \$.001 par value per share; and the total number of shares of Common Stock the corporation shall have authority to issue is 20,000,000, \$.01 par value per share, which shall have one (1) vote per share. The Preferred Stock authorized by this Articles of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding

up of the corporation, and the manner and preference of such payment;

- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings or other actions of the shareholders of the Corporation."

THIRD: That the holder of all of the outstanding shares of common stock of the Corporation have approved this Amendment to the Articles of Incorporation of the Corporation on November 8, 2012, by written consent thereof pursuant to the provisions of Chapter 607, Florida Statutes.

FOURTH: That this Amendment has been duly adopted by the Board of Directors and the shareholders of this Corporation on November 8, 2012, in accordance with the provisions of Chapter 607, Florida Statutes.

FIFTH: That the capital of the Corporation will not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 8th day of November, 2012.

NEXT SPHERE TECHNOLOGIES, INC.

By: Raju P. Dantuluri
Raju P. Dantuluri, President

#1147465