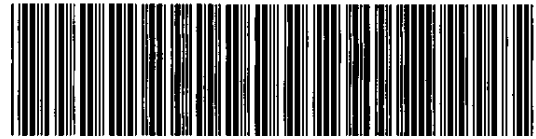


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08/30/10--01031--027 **35.00

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(Address)

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(City/State/Zip/Phone #)

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(Document Number)

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TALLAHASSEE, FLORIDA

And 9/10/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ABILITY WORKS INC.

DOCUMENT NUMBER: PO7000055823

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

Please return all correspondence concerning this matter to the following:

PERRY C. ROTHAN
Name of Contact Person

ABILITY WORKS INC.
Firm/ Company

123 NW 13TH STREET, SUITE 212
Address

BOCA RATON, FL 33432
City/ State and Zip Code

PERRY.ROTHAN@ABILITYWORKSINC.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PERRY ROTHAN at (702) 332-9118
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy 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
to
Articles of Incorporation
of

ABILITY WORKS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000055823

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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TALLAHASSEE, FLORIDA

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

NEXT PAGE →

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>VP</u>	<u>PETER TELFORD</u>	<u></u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>VP</u>	<u>PERRY C. ROTHAN</u>	<u>830 GREENSWOOD LN. SUITE 203-H DELRAY BEACH, FL 33445</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u></u>	<u></u>	<u></u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

1. STACEY KALCHMAN SELLS 9,955 SHARES BACK TO THE CORPORATION
2. STACEY KALCHMAN SELLS 42 SHARES TO LINDA HAYES
3. STACEY KALCHMAN SELLS 3 SHARES TO PERRY ROTHAN

(SEE ATTACHED STOCK POWERS)

The date of each amendment(s) adoption: 8/25/10
(date of adoption is required)

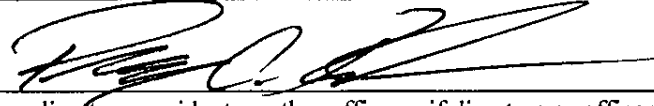
Effective date if applicable: JANUARY 14, 2010
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 8/25/10

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

PERRY C. ROHAN
(Typed or printed name of person signing)

VICE PRESIDENT & DIRECTOR
(Title of person signing)

STOCK POWER

FOR VALUE RECEIVED, Stacey Kalchman ("**Seller**") hereby sells, assigns and transfers unto Linda Hayes ("**Buyer**") forty-two 42 Shares of Common Capital Stock of Ability Works, Inc., a Florida corporation (the "**Corporation**"), which said stock is reflected on the books of said Corporation and is represented by Certificate(s) NO 1. (The original of which is attached hereto). The total capitalization of the Corporation consists of a total of 10,000 shares of Common Capital Stock.

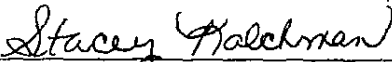
Seller hereby represents to Buyer that she is the owner of record of the above reference Shares and owns such shares free and clear of all liens, taxes, security interests, options, warrants, purchase rights, contracts, commitments, equities, claims, and demands; whatsoever.

Seller herewith, and does hereby irrevocable constitute and appoint Linda Hayes attorney-in-fact to transfer the said stock on the books of said Corporation with full power of substitution in the premises.

Dated as of January 14, 2010.

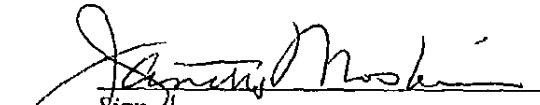
In presence of (Witnesses:)

SELLER:



Stacy Kalchman

In presence of (Witnesses:)



Sign
Janette Maskin

Print Name

Sign

Print Name

STOCK POWER

FOR VALUE RECEIVED, Stacey Kalchman ("Seller") hereby sells, assigns and transfers unto Ability Works, Inc., a Florida corporation the ("Corporation") nine-thousand -nine-hundred and fifty five (9,955) Shares of Common Capital Stock of the Corporation which said stock is reflected on the books of said Corporation and is represented by Certificate(s) NO 1. (The original of which is attached hereto). The total capitalization of the Corporation consists of a total of 10,000 shares of Common Capital Stock.


Seller hereby represents to the Corporation that she is the owner of record of the above reference Shares and owns such shares free and clear of all liens, taxes, security interests, options, warrants, purchase rights, contracts, commitments, equities, claims, and demands; whatsoever.

Seller herewith, and does hereby irrevocable constitute and appoint Linda Hayes attorney-in-fact to transfer the said stock on the books of said Corporation with full power of substitution in the premises.

Dated as of January 14, 2010.

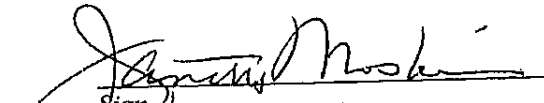
In presence of (Witnesses:)

SELLER:



Stacy Kalchman

In presence of (Witnesses:)



Sign Janelle Moskine

Print Name

Sign

Print Name

STOCK POWER

FOR VALUE RECEIVED, Stacey Kalchman ("Seller") hereby sells, assigns and transfers unto Perry Rohan ("Buyer") three (3) Shares of Common Capital Stock of Ability Works, Inc., a Florida corporation (the "Corporation"), which said stock is reflected on the books of said Corporation and is represented by Certificate(s) NO 1. (The original of which is attached hereto). The total capitalization of the Corporation consists of a total of 10,000 shares of Common Capital Stock.

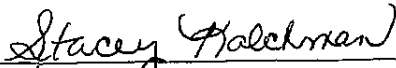
Seller hereby represents to Buyer that she is the owner of record of the above reference Shares and owns such shares free and clear of all liens, taxes, security interests, options, warrants, purchase rights, contracts, commitments, equities, claims, and demands; whatsoever.

Seller herewith, and does hereby irrevocable constitute and appoint Linda Hayes attorney-in-fact to transfer the said stock on the books of said Corporation with full power of substitution in the premises.

Dated as of January 14, 2010.

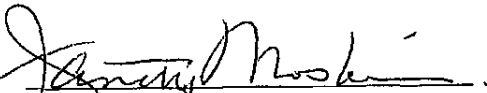
In presence of (Witnesses:)

SELLER:



Stacy Kalchman

In presence of (Witnesses:)



Sign) Janette Maskew
Print Name

Sign

Print Name