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POWERPLAY GROUP, INC.

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**ARTICLES OF AMENDMENT  
OF  
POWERPLAY GROUP, INC.**

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Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), Powerplay Group, Inc., a Florida corporation certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on December 7, 2007 (the "Original Articles") (Document No. P07000130431).

2. The Original Articles contained several scrivener's errors in Articles IV and V concerning the spellings of names of certain initial directors and officers. The Amendments provided for in these Articles of Amendment were duly adopted by the Incorporator of the Corporation on January 11, 2008. No shares of stock having been issued, pursuant to Section 607.1005 of the FBCA, the adoption of the following amendments by the Incorporator is sufficient to adopt these Articles of Amendment.

3. Section 4.1 of the Original Articles is hereby amended to read as follows:

4.1 Number of Directors. The number of directors constituting the Board of Directors of the Corporation is two (2). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than one nor more than 15. The Board of Directors shall initially consist of the following:

Name	Address
Milind Bhavirkar	6704 Benjamin Road, Suite 100 Tampa, Florida 33634
Avinash Utukuri	6470 Viscount Road Mississauga, Ontario L4V 1H3 Canada

4. Article V of the Original Articles is amended to read as follows:

**ARTICLE V  
Officers**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

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Name	Title	Address
Milind Bharvirkar	President	6704 Benjamin Road, Suite 100 Tampa, Florida 33634
Avinash Utukuri	Vice-President and Chief Technical Officer	6704 Benjamin Road, Suite 100 Tampa, Florida 33634
Milind Bharvirkar	Treasurer	6704 Benjamin Road, Suite 100 Tampa, Florida 33634
John Colby	Secretary	6704 Benjamin Road, Suite 100 Tampa, Florida 33634

IN WITNESS WHEREOF, these Articles of Amendment have been signed by the  
Incorporator this 11 day of February, 2008.

By:

  
Vitauts M. Gulbis, Incorporator