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P07000130431

Florida Department of State

Division of Corporations

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POWERPLAY GROUP, INC.

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(((H08000155591 3)))

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POWERPLAY GROUP, INC.

FILED
2008 JUN 19 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and the Articles of Amendment filed February 11, 2008 (the "First Articles of Amendment") 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 June 19, 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 3.1 of the Original Articles is hereby amended to read as follows:

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 50,000,000 shares, of which 40,000,000 shares shall be Common Stock having a par value of \$0.001 per share ("Common Stock") and 10,000,000 shares shall be Preferred Stock, having a par value of \$0.001 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued class or series of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

4. Section 3.2.1 of the Original Articles is amended to read as follows:

3.2.1. Classes of Common Stock. The Common Stock shall be a single class having identical rights and privileges in all respects.

5. 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 Bharvirkar	6704 Benjamin Road, Suite 100 Tampa, Florida 33634
Avanindra Utukuri	6704 Benjamin Road, Suite 100 Tampa, Florida 33634

6. 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:

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

JUN-19-08 01:41PM FROM-

T-580 P.004/004 F-125
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IN WITNESS WHEREOF, these Articles of Amendment have been signed by the
Incorporator this 19th day of June, 2008.

By: Vitauts M. Gulbis
Vitauts M. Gulbis, Incorporator