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POWERPLAY GROUP, INC.

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
POWERPLAY GROUP, INC.
WITH RESPECT TO 11,429 SHARES OF
SERIES A PARTICIPATING REDEEMABLE PREFERRED STOCK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PowerPlay Group, Inc., a Florida corporation (the "Corporation"), hereby certifies to the State of Florida Department of State that:

FIRST: Under a power contained in Section 607.0602 of the Florida Business Corporation Act and Section 3.1 of the Corporation's Articles of Incorporation (which, as hereafter restated or amended from time to time, are together with these Articles of Amendment herein called the "Articles"), the Board of Directors, by resolution duly adopted through a unanimous written consent dated June 25, 2008 classified and designated 11,429 shares of unissued preferred stock, par value \$0.001 per share, of the Corporation (the "Preferred Stock") as Series A Participating Redeemable Preferred Stock with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of conversion, which, upon any restatement of the Articles, shall be deemed to be a part of Article III of the Articles, with any necessary or appropriate changes to the enumeration or lettering of any section or subsection thereof.

1. Designation. A series of Preferred Stock, designated as "Series A Participating Redeemable Preferred Stock" (the "Series A Preferred Shares"), is hereby established. The number of shares constituting such series shall be 11,429. The par value of the Series A Preferred Shares is \$0.001 per share. All capitalized terms used in the terms of the Series A Preferred Shares (the "Articles of Amendment") and not otherwise defined shall have the meaning given to such terms in Paragraph 12 hereof.

2. Rank. The Series A Preferred Shares shall, with respect to rights to the payment of dividends and/or the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, rank (a) senior to the common stock, par value \$0.001 per share, of the Corporation ("Common Stock") and any other class or series of capital stock issued by the Corporation the terms of which provide that such class or series of capital stock shall rank junior to such Series A Preferred Shares as to the payment of dividends and/or the distribution of assets upon any liquidation, dissolution or winding up of the Corporation ("Junior Stock"); (b) on a parity with any other class or series of capital stock issued by the Corporation other than those referred to in clauses (a) and (c) that specifically provide that such class or series of capital stock ranks, as to the payment of dividends and/or the distribution of assets upon any liquidation, dissolution or winding up of the Corporation, on a parity with the Series A Preferred Shares ("Parity Stock"); and (c) junior to any class or series of capital stock issued by the Corporation, the terms of which specifically provide that such class or series, as to the payment of dividends and/or the distribution of assets upon any liquidation, dissolution or winding up of the Corporation, ranks senior to the Series A Preferred Shares ("Senior Stock"). The term "capital stock" shall not include convertible debt securities.

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3. Dividends. The holders of Series A Preferred Shares shall be entitled to participate ratably with the Common Stock in all cash dividends, as and if authorized by the Board of Directors out of funds legally available therefor (the "Series A Dividends").

4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the holders of Series A Preferred Shares shall be entitled, out of assets of the Corporation legally available for distribution to its shareholders remaining after payment or provisions for payment of the Corporation's debts and other liabilities and subject to the rights of other holders of any class or series of Parity Stock or Senior Stock but before any distribution is made on any class or series of Junior Stock, to a liquidating amount in cash (the "Series A Liquidation Amount") equal to \$1.75 per share plus an amount equal to any accrued and unpaid Series A Dividends (whether or not earned or authorized) to the date of payment.

(b) If, upon any such voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, the assets of the Corporation legally available for distribution to its shareholders are insufficient to permit the payment of the Series A Liquidation Amount in full, then the entire assets of the Corporation remaining after the payment of, or provision for the payment of, the Corporation's debts and other liabilities shall be distributed among the holders of the Series A Preferred Shares ratably in proportion to the full preferential amounts to which they would otherwise be respectively entitled on account of their Series A Preferred Shares. In the event that there are outstanding any shares of any class or series of Parity Stock at the time of any such voluntary or involuntary liquidation, dissolution or winding-up, all payments of liquidating distributions on the Series A Preferred Shares and such other class or series of Parity Stock shall be made so that the payments on the Series A Preferred Shares and such other class or series of Parity Stock shall in all cases bear to each other the same ratio that the respective rights of the Series A Preferred Shares and such other class or series of Parity Stock (which shall not include any accumulation in respect of unpaid distributions for prior distribution periods if such class or series of Parity Stock does not have cumulative distribution rights) upon liquidation, dissolution or winding-up of the Corporation bear to each other. The liquidation preference of the outstanding Series A Preferred Shares will not be added to the liabilities of the Corporation for purposes of determining whether under Florida law, a distribution by dividend, redemption or otherwise, may be made to shareholders of the Corporation whose preferential rights upon liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, are junior to those of holders of Series A Preferred Shares.

(c) After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series A Preferred Shares shall have no right or claim to any of the remaining assets of the Corporation.

5. Voting. Each share of Series A Preferred Shares (voting together as a single class with all Common Stock) will be entitled to cast one vote per Series A Preferred Share with respect to all matters on which the holders of Common Stock are entitled to vote.

6. Redemption.

(a) The Series A Preferred Shares shall be subject to mandatory redemption until the closing of the purchase by Lion Share of \$4,000,000 of Stock of the Corporation. The Series A Preferred Shares may be redeemed by the Corporation on or after the occurrence of a Triggering Event (each an "Optional Redemption"). The Corporation shall give notice of the occurrence of a Triggering Event no

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later than 30 days after the consummation of the applicable transaction giving rise to the Triggering Event or the Corporation becomes aware of such Triggering Event if the Triggering Event was not caused by an affirmative action of the Corporation. In any such case, the Corporation, in order to effect an Optional Redemption, shall notify the holder of the Series A Preferred Shares in writing (the "Redemption Notice") of its election to exercise the rights afforded by this Paragraph 6(a). The Redemption Notice may be delivered at any time following delivery of notice of the occurrence of a Triggering Event. The redemption price for each Series A Preferred Share delivered shall be cash in an amount equal to the Series A Liquidation Amount (the "Redemption Price"). The Redemption Price shall be due and payable on the date stated in the Redemption Notice (which shall not be more than 30 days after the date of the Redemption Notice (the "Redemption Date"), or such later date that the certificates representing the Series A Preferred Shares are presented to the Corporation in accordance with Paragraph 6(b) (in each case, the "Redemption Payment Date").

(b) On or prior to the Redemption Date each holder of Series A Preferred Shares to be redeemed must present and surrender the certificates representing the Series A Preferred Shares to the Corporation at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares will be paid to or on the order of the Person whose name appears on such certificates as the owner thereof and each surrendered certificate will be canceled. From and after the Redemption Date (unless the Corporation fails to pay the Redemption Price), all distributions on the Series A Preferred Shares to be redeemed will cease to accumulate and all rights of the holders thereof, except the right to receive the Redemption Price thereof (including all accumulated and unpaid distributions to the Redemption Date), will cease and terminate and such shares will not thereafter be transferred (except with the consent of the Corporation) on the Corporation's share registry, and such shares shall not be deemed to be outstanding for any purposes whatsoever.

(c) Notwithstanding anything to the contrary contained herein, no Series A Preferred Shares shall be redeemed unless all outstanding Series A Preferred Shares are simultaneously redeemed or exchanged.

(d) The notices provided for in this Paragraph 6 shall be sent, if by or on behalf of the Corporation, to the holders of the Series A Preferred Shares at their respective addresses as shall then appear on the records of the Corporation, or if by any holder of Series A Preferred Shares to the Corporation, at its principal executive office, by first class mail, postage prepaid, notifying such recipient of the redemption, the date of such redemption, the number of Series A Preferred Shares to be redeemed, the redemption price therefor and stating the place or places at which the shares called for redemption shall, upon presentation and surrender of such certificates evidencing such shares, be redeemed.

7. Status of Reacquired Shares. Any Series A Preferred Shares redeemed pursuant to Paragraph 6 or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and shall not under any circumstances be reissued; and the Corporation may from time to time take such appropriate trust action as may be necessary to reduce accordingly the number of authorized Series A Preferred Shares.

8. Exclusion of Other Rights. Except as may otherwise be required by law or provided by contract, the Series A Preferred Shares shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Articles of Amendment.

9. Identical Rights. Each of the Series A Preferred Shares shall have the same relative rights and preferences as, and shall be identical in all respects with, all other Series A Preferred Shares.

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10. Certificates. So long as the Corporation is authorized to issue shares of more than one class, each certificate issued by the Corporation shall state that the Corporation shall furnish a full statement of (a) the designation and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class that the Corporation is authorized to issue, (b) the differences in the relative rights and preferences among the shares of each series to the extent they have been set and (c) the authority of the Board of Directors to set the relative rights and preferences of subsequent series to a holder of shares on request and without charge. In the case of any lost, destroyed or stolen certificate, the Corporation shall issue a replacement certificate to the record holder thereof upon delivery by such holder to the Corporation, in form and substance reasonably satisfactory to the Corporation, of an affidavit of loss and an indemnification agreement covering the Corporation against damages arising out of the issuance of such replacement certificate.

11. Amendments. Any provision of these terms of the Series A Preferred Shares may be amended, modified or waived if and only if the holders of the Requisite Percentage of Series A Preferred Shares have consented in writing or by an affirmative vote to such amendment, modification or waiver of any such provision of these Articles of Amendment.

12. Definitions.

"Affiliate or Affiliates" shall mean with respect to any specified Person, any other Person that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with the Person specified. For purposes of this definition, control of a Person means the power, direct or indirect, to direct or cause the direction of the management and policies of such Person whether by contract or otherwise.

"Articles" shall mean the Articles of Incorporation of the Corporation originally filed with the State of Florida Department of State on December 7, 2007 and as further amended thereafter.

"Articles of Amendment" shall mean these Articles of Amendment filed by the Corporation in the office of the State of Florida Department of State designating the Series A Preferred Shares.

"Board of Directors" shall mean the Board of Directors of the Corporation.

"Business Day" shall mean each day other than a Saturday, a Sunday or any other day on which banking institutions in the State of Florida are authorized or obligated by law or executive order to be closed.

"Bylaws" shall have the meaning set forth in Paragraph 5(b)(i).

"Code" shall mean the Internal Revenue Code of 1986, as amended.

"Common Stock" shall have the meaning set forth in Paragraph 2.

"Corporation" shall mean PowerPlay Group, Inc., a Florida corporation.

"Optional Redemption" shall have the meaning set forth in Paragraph 6(a) hereof.

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"Person" shall mean an individual, partnership, corporation, association, trust, joint venture, unincorporated organization, limited liability company, joint stock company, and any government, governmental department or agency or political subdivision thereof or any other entity.

"Redemption Date" shall have the meaning set forth in Paragraph 6(a) hereof.

"Redemption Notice" shall have the meaning set forth in Paragraph 6(a) hereof.

"Redemption Price" shall have the meaning set forth in Paragraph 6(a) hereof.

"Requisite Percentage" shall mean, as of any time, the holders of greater than 75% of the Series A Preferred Shares outstanding at that time.

"Series A Liquidation Amount" shall have the meaning set forth in Paragraph 4(a).

"Series A Preferred Shares" shall have the meaning set forth in the recitals hereof.

"Subsidiary" shall mean any Person that the Corporation now or hereafter shall at the time own, directly or indirectly through another Person, at least a majority of the outstanding capital stock or equity interest (or other beneficial interest) or a majority of the Voting Power of such Person; and the term "Subsidiaries" shall mean all of such Persons collectively.

"Triggering Event" shall occur when the Corporation or Lion Share Capital Partners, L.P. ("Lion Share") terminates, whether with or without good cause, the Engagement Agreement dated June 19, 2008 (the "Lion Share Agreement"), prior to the closing of the purchase by Lion Share of \$4,000,000 of Stock of the Corporation.

"Voting Power" shall mean voting securities or other voting interests ordinarily (and apart from rights accruing under special circumstances) having the right to vote generally in the election of directors or persons performing substantially equivalent tasks and responsibilities.

13. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Shares set forth in these Articles of Amendment (as such Articles of Amendment may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights preferences and limitations set forth in these Articles of Amendment (as so amended) which can be given effect without implicating the invalid, unlawful or unenforceable right preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

SECOND: The Series A Preferred Shares have been classified and designated by the Board of Directors under the authority contained in the Articles.

THIRD: These Articles of Amendment do not contain amendments to the Corporation's Articles of Incorporation requiring shareholder approval and have been adopted by the Board of Directors pursuant to a power contained in Section 607.0602 of the Florida Business Corporation Act and Section 3.1 of the Corporation's Articles of Incorporation. The Board of Directors of the Corporation approved these Articles of Amendment by unanimous written consent dated June 25, 2008.


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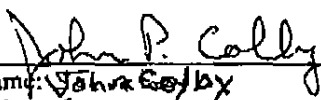
FOURTH: Each of the undersigned acknowledges these Articles of Amendment to be the act of the Corporation and, as to all matters and facts required to be verified under oath each of the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its President and attested to by its Secretary on this 25th day of June, 2008.

POWERPLAY GROUP, INC.

By: 
Name: Milind Bharvirkar
Title: President

ATTEST:


Name: John P. Colby
Title: Secretary