

P090000 73323

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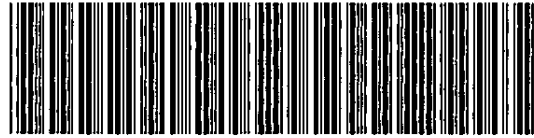
(Business Entity Name)

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# MATHEWS LAW FIRM, P.A.

www.mathewslawfirm.com

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Of Counsel\*

\* LICENSED TO PRACTICE IN FL & GA

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September 30, 2009

*Via U. S. Mail*

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Amendment  
eLayaway, Inc. – Document No. P09000073323

Dear Sir/Madam:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation of eLayaway, Inc., along with our firm's check number 6043 in the amount of \$35.00, for the filing fee.

Please return all correspondence concerning this matter to:

Matt Mathews, Attorney at Law  
Mathews Law Firm, P. A.  
277 Pinewood Drive  
Tallahassee, Florida 32303  
Email Address: m2@mathewslawfirm.com

Please call us if you have any questions.

Sincerely,

Matt Mathews  
Attorney at Law

MM/cbb  
Enclosures

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
ELAYAWAY, INC.

The name of the corporation for which the Articles of Incorporation are amended hereunder is eLayaway, Inc. (Corporation).

These Articles of Amendment, containing the following Amendment were duly adopted by unanimous written consent of the Board of Directors of eLayaway, Inc. on September 4, 2009, in compliance with Article VII, B. of the Articles of Incorporation of the Corporation and in accordance with Section 607.0602, Florida Statutes. Shareholder approval was not required.

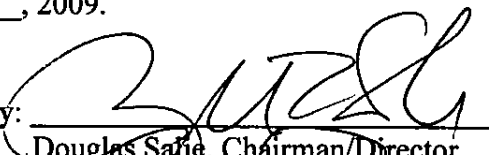
Article VIII is amended to add paragraph VIII, E. as follows:

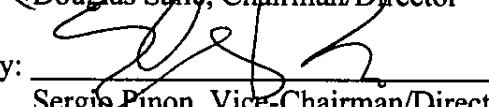
E. SERIES D CONVERTIBLE PREFERRED STOCK.

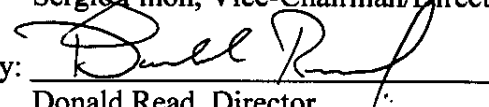
1. Number of Shares and Designation. 1,889,594 shares of the Corporation's authorized Preferred Stock shall be designated and known as Series D Convertible Preferred Stock (Series D Preferred).

2. The Rights, Preferences, Restrictions, Limitations, and Qualifications of the Series D Preferred Stock. Each share of Series D Preferred Stock shall have the same rights, preferences, restrictions, limitations, and qualifications as the shares of Series A, B and C Preferred Stock, all as set forth in Article VIII, C., 2., b.-g., provided, however, the Series D Preferred Stock par value shall be \$1.588 per share.

IN WITNESS WHEREOF, the undersigned directors have executed these articles of incorporation on the 4<sup>th</sup> day of September, 2009.

By:   
Douglas Saffie, Chairman/Director

By:   
Sergio Pinon, Vice-Chairman/Director

By:   
Donald Read, Director

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