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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
INTACLOUD, INC.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

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Feb. 10. 2010 11:55AM Judd, Ulrich, et al

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No. 8648

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**ARTICLES OF AMENDMENT  
INTACLOUD, INC.**

1. Pursuant to Florida Statutes Sections 607.1005 and 607.1006, Article III of the Articles of Incorporation of the above referenced Corporation is amended as follows, and the old Article III is replaced by this amended Article III in its entirety:

**ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be 25,000,000 shares of Class A common voting-stock having a par value of \$0.01, and 5,000,000 shares of Class B common nonvoting-stock having a par value of \$0.01.

2. Pursuant to Florida Statutes Sections 607.1005 and 607.1006, a new Article IX is hereby added to the Articles of Incorporation of the above referenced Corporation as follows:

**ARTICLE IX**

The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares and treasury shares upon the decision of the board of directors to issue them.

A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

Prepared By:  
John E. Wickman, Esq.  
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Fax Audit No.:H10000030145 3

Notwithstanding the foregoing, there is no preemptive right with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
3. Shares authorized in articles of incorporation that are issued within 6 months from the effective date of incorporation;
4. Shares issued pursuant to a plan of reorganization approved by a court of competent jurisdiction pursuant to a law of this state or of the United States; or
5. Shares issued for consideration other than money.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of 1 year after being offered to shareholders at a consideration set by the board of directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of 1 year is subject to the shareholders' preemptive rights.

3. The foregoing amendments were adopted on February 10, 2010, by written unanimous consent of all of the Incorporators and without shareholder action, since shares of the Corporation have not yet been issued, and therefore shareholder action was not required.

4. The amendment does not provide for an exchange, reclassification, or cancellation of stock.

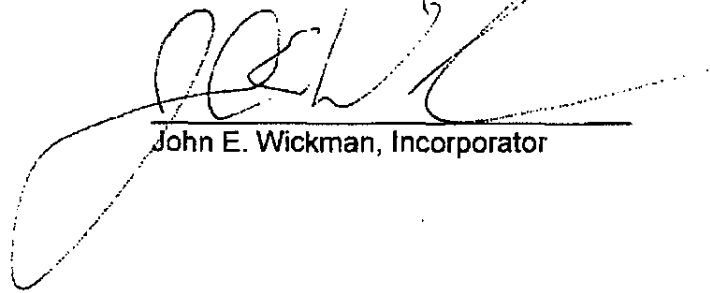
5. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

Feb. 10. 2010 11:55AM Judd, Ulrich, et al

No. 8648 P. 4

Fax Audit No.:H10000030145 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Amendment on February 10, 2010.



John E. Wickman, Incorporator

Fax Audit No.:H10000030145 3