

MAY. 4. 2011 10:15AM
DIVISION OF CORPORATIONS

TRENAM KEMKER

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P/0000055005

Florida Department of State
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SUNDROP MOBILE, INC.

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Amend.
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TRENAM KEMKER

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SECOND ARTICLES OF AMENDMENT

TO

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

SUNDROP MOBILE, INC.

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Sundrop Mobile, Inc., a Florida corporation (the "Corporation"), adopts the following Second Articles of Amendment to its Amended and Restated Articles of Incorporation, and hereby certifies that:

1. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended by deleting Article Three (A) in its entirety and inserting the following in lieu thereof:

"A. Classes of Stock. The total number of shares of all classes of capital stock authorized to be issued is (i) 10,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 1,021,630 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), of which 1,021,630 shares shall be designated "Series A Preferred Stock". The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article Three."

2. These Second Articles of Amendment to Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Second Articles of Amendment to Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the holders of each class of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated May 3, 2011, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

3. These Second Articles of Amendment to the Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Department of State of the State of Florida.

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TRENAM KEMKER

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Amended and Restated Articles of Incorporation to be executed by its duly authorized officer on this 4th day of May, 2011.

SUNDROP MOBILE, INC.

By: 

Travis L. Priest, President

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