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PEERFIT, INC.**

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ARTICLES OF AMENDMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PEERFIT, INC.

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Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned, being the President of peerFIT, Inc., a Florida for profit corporation (the "*Corporation*"), hereby certifies that the following amendment to the Amended and Restated Articles of Incorporation of the Corporation was duly adopted by the Board of Directors and by the shareholders of the Corporation on July 24, 2011, and that the number of votes cast for the Amendment was sufficient for approval:

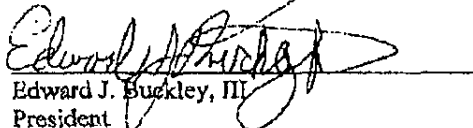
1. The name of the Corporation is peerFIT, Inc.
2. The Amended and Restated Articles of Incorporation are hereby amended as follows:

The first paragraph of Article V of the Amended and Restated Articles of Incorporation is hereby deleted in its entirety and the following substituted in lieu hereof:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) Ten Million (10,000,000) shares of Common Stock, no par value per share ("*Common Stock*"), and (ii) One Hundred Twenty Thousand (120,000) shares of Preferred Stock, no par value per share ("*Preferred Stock*")."

In all other respects, the Amended and Restated Articles of Incorporation of the Corporation, as amended, shall remain as they were prior to this Amendment being adopted.

Signed this 24th day of July 2011.

  
Edward J. Buckley, III  
President