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Florida Department of State
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BASIC AMENDMENT
ALTERNATE ACHIEVEMENTS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALTERNATE ACHIEVEMENTS, INC.

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended , added or deleted)

ARTICLE I. NAME

The name of the corporation shall be **Alternate Achievements, Inc.**

To be Amended As Follows:

ARTICLE I. NAME

The name of the corporation shall be **Power Kiosks, Inc.**

ARTICLE II. ADDRESS

The principal place of business of this corporation shall be 222 Lakeview Avenue, Suite 160-435, West Palm Beach, FL 33401.

To be Amended As Follows:

The principal place of business of this corporation shall be 181 Whitehall Drive, Markham, Ontario L3R 9T1, Canada

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

THIRD: The date of each amendment's adoption: 2/28/00

FOURTH: Adoption of Amendment(s) check one:

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(Voting Group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of February, 2000.

BY: Terry Cooke

(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

Terry Cooke Terry Cooke
Typed or printed Name

President/Chairman
Title