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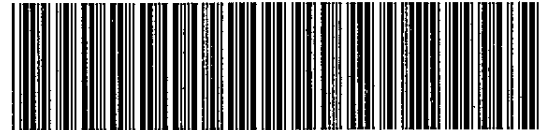
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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POWERCER CORPORATION

12409 Telecom Drive
Tampa, Florida 33637

December 21, 2005

Florida Department of State
Division of Corporations
Amendments Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

re: Amendment to the Articles of Incorporation of POWERCERV CORPORATION

Document Number P96000001360

Dear Division of Corporations:

Enclosed please find:

- Two copies of the Amendment to the Articles of Incorporation of POWERCER CORPORATION
- Check in the amount of \$35.00.
- Self-addressed, stamped envelope

At your earliest convenience, please return to our office the stamped copy of the Amendment in the self-addressed stamped envelope provided.

Should you have any questions, please feel free to contact me directly at 813-624-5515.

Sincerely,



Mark Clancy
Corporate Secretary
Director

Articles of Amendment to
the Articles of Incorporation

of

POWERCERV CORPORATION

(name of corporation as currently filed with the Florida Depart. of State)

P96000001360

(document number of corporation)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, POWERCERV CORPORATION adopts the following amendments to its Articles of Incorporation:

ARTICLE IV
SHARES

The capital stock of this corporation shall consist of 90,000,000 (ninety five million) shares of Common Stock, \$.001 par value and 5,000,000 (five million) shares of Preferred Stock, \$.001 par value.

All other Articles of Incorporation of POWERCERV CORPORATION remain unchanged and in full force and effect.

The Amendment was approved by a majority of the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval. The Amendment was adopted December 12, 2005.

Signed this 21st day of December, 2005.

By: 

Mark Clancy
Corporate Secretary
Director