State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: $50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Business Corporation
Articles of Amendment

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Proffitt, Inc.

If the entity's name is changing, state the new name: Proffitt, Inc.

ARTICLE II

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 1/9/2012 , in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of $0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares *Number of Shares*
CWP	$0.0100	1.00

If the corporate duration is changing, so state: X Perpetual __

If the corporate purpose is changing, so state:

Proffitt, Inc. purpose is to:
a. Build and sell computers,
b. Do Research and Development (R&D),
c. Develop and sell mobile applications (apps),
d. Develop and sell software, and
e. Develop websites for product sales.

If there are any other provisions to be amended, so state:

ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

ARTICLE IV

These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 9 Day of January, 2012 at 11:57:14 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*
PAUL C. PROFFITT, CEO

Form No. 101
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

January 09, 2012 11:56 PM

A. RALPH MOLLIS

Secretary of State

0-9563-0