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**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
OPENCOIN INC.
a California corporation**

FILED
SECRETARY OF STATE
STATE OF CALIFORNIA

OCT 18 - 2013

icc

The undersigned does hereby certify as follows:

FIRST: That the undersigned are the duly elected and acting President and Secretary of OpenCoin Inc. (the "**Corporation**"), a corporation organized and existing under the California General Corporation Law (the "**CGCL**");

SECOND: That in accordance with Sections 905 and 907 of the CGCL, Article 1 and Article 3 of the Articles of Incorporation of the Corporation are hereby amended to read in their entirety as follows:

"ARTICLE 1. NAME

The name of this corporation is Ripple Labs Inc."

"ARTICLE 3. SHARES

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is Fifteen Million (15,000,000) shares of common stock, with a par value of \$0.0001."

THIRD: That the foregoing amendment has been approved by the board of directors of the Corporation in accordance with Sections 307 and 902 of the CGCL;

FOURTH: That the foregoing amendment has been approved by the required vote of the shareholders in accordance with Sections 152, 603, 902 and 903 of the CGCL;

FIFTH: That the total number of outstanding shares entitled to vote with respect to the foregoing amendment was 9,082,400 shares of Common Stock;


SIXTH: That the affirmative vote of holders of not less than a majority of the outstanding shares of Common Stock was required to approve the foregoing amendment; and


SEVENTH: That the number of shares of each class voting in favor of the foregoing amendment equaled or exceeded the vote required.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

The undersigned hereby further declare and certify under penalty of perjury under the laws of the state of California that the facts set forth herein are true and correct of the own knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed in Palo alto, California this 16th day of October, 2013

By: 
Chris Larsen, President

By: 
Ralph L. Arnheim III, Secretary