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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ariel Way, Inc.

DOCUMENT NUMBER: P00000009096

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Arne Dunham
(Name of Contact Person)

Ariel Way, Inc.
(Firm/ Company)

8000 Towers Crescent Dr, #122
(Address)

Vienna, VA 22182
(City/ State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Arne Dunham at (703) 624 8042
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Ariel Way, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P 0000000 9096

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

see attached

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TALLAHASSEE, FLORIDA

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ARIEL WAY, INC.

Pursuant to Section 607.1006 of the Florida Business Corporation Act, as amended (the "FBCA"), the undersigned, on behalf of Ariel Way, Inc., a Florida corporation (the "Corporation"), hereby submits the following information:

1. The Articles of Incorporation are hereby amended to change the capital stock of the Corporation. Article 3 of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"The total number of shares of capital stock of all classes which this corporation shall have authority to issue is 2,000,000,000 shares, of which 1,995,000,000 shares shall be common stock, par value \$0.001 per share ("Common Stock"), and 5,000,000 shares shall be preferred stock, par value \$0.001 per share ("Preferred Stock"). Series of Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock adopted by the Board of Directors of the Corporation pursuant to the authority granted in this paragraph."

2. These Articles of Amendment were duly adopted at a meeting of the Board of Directors of the Corporation held on March 17, 2008 and the holders of a majority of our common stock, as of such record date, have duly approved, by written consent in lieu of a special meeting of stockholders dated March 17, 2008.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of March 27, 2008.

ARIEL WAY, INC.

By: /s/ Arne Dunhem
Arne Dunhem, Chairman, President
and Chief Executive Officer

The date of each amendment(s) adoption: March 27, 2008

Effective date if applicable: Immediate
(no more than 90 days after amendment file date)

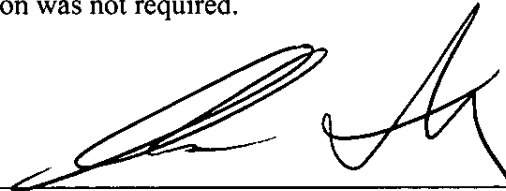
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement 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.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Arne Dunham

(Typed or printed name of person signing)

CEO

(Title of person signing)

FILING FEE: \$35