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Amend

JUL 19 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ariel Way, Inc.

DOCUMENT NUMBER: P00000009096

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Contact Person: Arne Dunhem, CEO
Firm/Company: Ariel Way, Inc.
Address: 4207 Connecticut Avenue, N.W.
Suite 407
City/State and Zip Code: Washington, D.C. 20008

E-mail address: (to be used for future annual report notification): adunhem@arielway.com

For further information concerning this matter, please call: (703) 624-8042

Name of Contact Person Area Code: Arne Dunhem
Daytime Telephone Number: (703) 624-8042

Enclosed is a check for the following amount: \$35.00 Filing Fee

Street Address:

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

Tel: (850) 245-6050

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL 18 AM 9:29

INCREASE OF NUMBER OF AUTHORIZED SHARES

The undersigned, being the Chief Executive Officer and Chairman of the Board of Directors of Ariel Way, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), DOES HEREBY CERTIFY AND AMEND THE CORPORATION'S ARTICLES OF INCORPORATION AS FOLLOWS:

1. That pursuant to authority expressly granted and vested in the Corporation's Board of Directors (the "Board") by the provisions of the Corporation's Amended and Restated Articles of Incorporation (the "Articles"), the Board adopted the following resolution on July 17, 2012, related to the increase of the Corporation's number of authorized shares:

WHEREAS, the Board of the Corporation, has been presented with a proposal whereby the Corporation would amend its Articles of Incorporation, as filed with the Florida Secretary of State and currently in effect (the "*Articles of Incorporation*"), by adopting and filing with the Florida Secretary of State Articles of Amendment to the Articles of Incorporation, in the form attached hereto as Exhibit A (the "*Articles of Amendment*"), to increase upon an effective 1-for-200 combination of its shares, the aggregate number of shares of the Corporation's authorized capital stock from 10,000,000 shares, consisting of 9,975,000 shares of Common Stock and 25,000 shares of preferred stock, par value \$.001 per share ("*Preferred Stock*"), with the Preferred Stock to be in one or more series 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 as shall be stated and expressed in resolutions providing for the creation and issuance thereof that are adopted by the Board pursuant to the authority granted in the Articles of Incorporation, as amended by the Certificate of Amendment (the "*Articles of Incorporation Amendment*") to an aggregate of 200,000,000 shares, consisting of 199,500,000 shares of Common Stock and 500,000 shares of preferred stock, par value \$.001 per share, with the Preferred Stock to be in one or more series 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 as shall be stated and expressed in resolutions providing for the creation and issuance thereof that are adopted by the Board pursuant to the authority granted in the Articles of Incorporation, as amended by the Certificate of Amendment;

RESOLVED, that the Board hereby approves and declares advisable the Articles of Incorporation Amendment and recommends adoption of the Articles of Incorporation Amendment to the Corporation's shareholders.

RESOLVED, that the date hereof shall be established as the date of record of shareholders of the Corporation entitled to vote upon the Articles of Incorporation Amendment.

2. The foregoing Articles of Amendment to the Articles of Incorporation (the "Amendment") were adopted pursuant to Sections 607.0602 and 607.0821 of the Florida Business Corporation Act by the Board by written consent dated July 17, 2012. Therefore, the Amendment was duly adopted by the Board.

3. The foregoing Articles of Amendment to the Articles of Incorporation (the "Amendment") were adopted pursuant to Sections 607.0702 and 607.1006 of the Florida Business Corporation Act by a majority of the shareholders by written consent in lieu of a special meeting dated July 17, 2012. Therefore, the Amendment was duly adopted by a majority of the shareholders.

Signed on July 17, 2012

ARIEL WAY, INC.

By: /s/ Arne Dunhem

Name: Arne Dunhem

Title: Chief Executive
Officer

Chairman of the Board

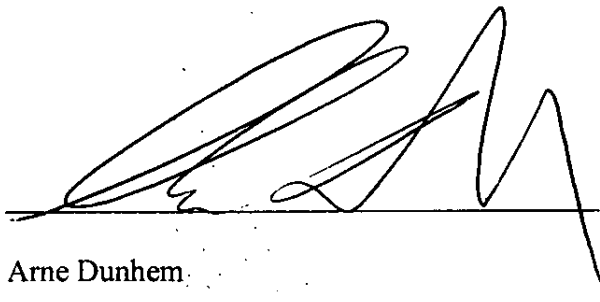
The date of each Amendment(s) adoption: July 17, 2012

Effective date, if applicable: Immediately

Adoption of Amendment(s)

The amendment was adopted by the board of directors and was adopted by a majority of the shareholders by written consent in lieu of a special meeting dated July 17, 2012. A shareholder action was required.

Signature:

A handwritten signature in black ink, appearing to read 'Arne Dunhem', is written over a horizontal line.

Printed name of person signing:

Arne Dunhem

Title of person signing:

Chief Executive Officer & President

FILING FEE: \$35

EXHIBIT A
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 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 200,000,000 shares, of which 199,500,000 shares shall be common stock, par value \$0.001 per share ("Common Stock"), and 500,000 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.

Upon this Articles of Amendment becoming effective pursuant to the Florida Business Corporation Act ("Effective Time"), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as, and shall be combined and changed into, a smaller number of shares such that each two hundred (200) shares of issued Common Stock immediately prior to the Effective Time shall be reclassified into

and become one share of Common Stock. The par value of the Common Stock following the combination shall remain \$0.001 per share. The Corporation will not issue fractional shares in connection with the combination and Stockholders otherwise entitled to a fractional share will receive the rounded-up number of shares."

2. These Articles of Amendment were duly adopted at a meeting of the Board of Directors of the Corporation held on July 17, 2012 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 July 17, 2012.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of July 17, 2012.

ARIEL WAY, INC.

By: /s/ Arne Dunhem

Arne Dunhem, Chairman, President
and Chief Executive Officer