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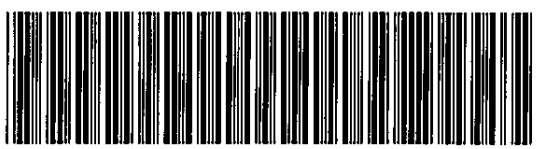
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Wall Street 411 Venture Capital, Inc.

DOCUMENT NUMBER: P02000127381

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

Please return all correspondence concerning this matter to the following:

Russell L. Forkey, Esq.
(Name of Contact Person)

Russell L. Forkey P.A.
(Firm/ Company)

2888 East Oakland Park Blvd.
(Address)

Fort Lauderdale, FL 33306
(City/ State and Zip Code)

For further information concerning this matter, please call:

Russell L. Forkey at (954) 568-4441
(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

RUSSELL L. FORKEY, P.A.

2888 EAST OAKLAND PARK BOULEVARD

FT. LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 568-4441

FACSIMILE: (954) 568-4180

September 26, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Wallstreet 411 Venture Capital, Inc. Document No. P02000127381

Dear Sir/Madame:

Enclosed herewith please find an original Amendment to Articles of Incorporation of Wallstreet 411 Venture Capital, Inc. Please make sure this is filed appropriately. Additionally, enclosed please find a check in the amount of \$43.75 for the filing fee and a certified copy of the Amendment along with a self-addressed stamped envelope.

Very truly yours,



Russell L. Forkey

RLF/lm

Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION

of

WALLSTREET 411 VENTURE CAPITAL, INC.

Wallstreet 411 Venture Capital, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida, does hereby certify:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: That pursuant to the unanimous consent of the shareholders and Board of Directors of Wallstreet 411 Venture Capital, Inc. resolutions were duly adopted whereby its Articles of Incorporation are hereby amended as follows:

1. The name of the corporation is hereby changed from Wallstreet 411 Venture Capital, Inc. to Wallstreet 411 Private Equity Group, Inc.

2. Article III of the current Articles of Incorporation is amended by replacing the current provision with the following:

Article III: Stock. The total number of shares of stock of all classes and series the Company shall have authority to issue is 50,000,000 shares, consisting of (1) 45,000,000 shares of common stock, par value \$0.001 per share and (2) 5,000,000 shares of preferred stock, \$0.001 per share, with such powers, designations, preferences, rights and qualifications, limitations or restrictions as may be decided upon by the Company's board of directors.

The date of adoption of Amendment Sept. 26, 2007.

IN WITNESS WHEREOF, Wallstreet 411 Venture Capital, Inc. has caused this certificate to be signed by Stephen Pizzuti, an Authorized Officer, this 26th day of September, 2007.



Stephen Pizzuti, President