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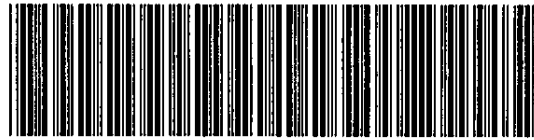
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MARCO POLO, COLUMBUS & FERRARI

P. O. Box 22887, Lake Buena Vista, Fl 32830

Office of the Trustee.
Nelson Ying, Trustee

October 1, 2007

COVER LETTER

To: Amendment Section
Division of Corporation

Name of Corporation: GOOD EARTH POWER CORPORATION

Document number: P05000119650

Dear Sir:

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

Please return all correspondence concerning this matter to the following:

Dr. Nelson Ying, Sr., Ttee
Marco Polo Columbus & Ferrari
P. O. Box 22887,
Lake Buena Vista, Fl. 32830

For further information regarding this matter, please call:

Dr. Nelson Ying, Sr., Ttee
917-515-9269

Enclosed please find a check for **\$52.50** for filing; Certificate of Status; and for Certified Copy (Original plus additional copy of Art. of Amendment is enclosed.)

Thank you.

Sincerely yours,
MARCO POLO COLUMBUS & FERRARI



Dr. Nelson Ying, Sr., Ttee

**ARTICLES of AMENDMENT
to the
ARTICLES of INCORPORATION
of
GOOD EARTH POWER CORPORATION
P05000119650**

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

AMENDMENTS ADOPTED – (Other than Name Change) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC):

(A) Change of Registered Agent and registered office:

Article VI: REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be: Cynthia Yu

The registered office address the above named registered agent will occupy is located at: c/o Marco Polo Columbus & Ferrari, 9101 SR 535, Orlando, FL 32836.

(B) Article III – CAPITAL STOCK – has been amended and restated in its entirety as follows:

Article III – CAPITAL STOCK

The maximum number of shares of stock and warrants that this corporation is authorized to have outstanding at any one time is:

1) Class A Preferred Stock – Two million shares of Class A Preferred Stock; four dollars (\$4) par value; paying dividend annually at eight percent (8%) payable on December 31; non-voting; non-cumulative; with first call, after all debts, to receive the net assets of the corporation upon dissolution; non-convertible, redeemable at sole option of the corporation for cash at par.

2) Class B Preferred Stock – One million shares of Class B Preferred Stock; one-tenth of a cent (\$0.001) par value; voting – twenty votes per share; with first call after Class A Preferred Stock, to receive the net assets of the corporation upon dissolution; with dividend paying annually at eight percent (8%) on December 31; cumulative; redeemable at sole option of the corporation at par value, provided at the time of redemption there is another class of stock authorized and outstanding which can vote.

3) Class A Common Stock - Fifty million shares of Class A Common Stock; no par value; non-voting.

4) Class B Common Stock - One million shares of Class B Common Stock; no par value; non-voting.

5) Warrant - Class A Common - Forty million shares of Class A Common Warrant, exercisable one warrant for one share of Class A Common stock at \$0.10 per share, with no expiration date.

(C) 1) Pursuant to the above amendment, all old outstanding Class A Common stock with par value of one cent (\$0.01) shall be exchanged for the new Class A Common Stock with no par value, at the exchange rate of one share old Class A Common stock for one share of new Class A Common stock. 2) Furthermore, new Class B Preferred Stock is issued/sold to all holders of the old Class B Preferred Stock, at one new share for each old share, and then all the old shares are redeemed at par. 3) This amendment does not change any aspect of Class A Preferred. 4) Class B Common stock is a newly authorize class of stock as authorized by this amendment.

(D) These amendment(s) are adopted on October 1, 2007 to become effective immediately.

(E) These amendment(s) were adopted by the Board of Directors and then followed by approval by the shareholders. The number of votes cast for the amendment(s), by the shareholders who are entitled to vote, was sufficient for approval.



Dr. Nelson Ying, Sr.,
Chairman of the Board

Encl: Check for \$52.50
Original + copy of Articles of Amendment
Acceptance by registered agent.

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

First -- That GOOD EARTH POWER CORPORATION
qualified to do business under the laws of the State of Florida with its principal
office at c/o Marco Polo Columbus & Ferrari 9101 SR 535 County of Orange,
State of Florida, 32836 (zip code), has appointed Cynthia Yu,
of c/o Marco Polo et al, 9101 SR 535, City of Orlando, State of Florida, (name,
street address and number, P.O. Box not acceptable), as its agent to accept service
of process within this state. Zip: 32836.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been designated to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.

By:  10-1-2007
Registered Agent Date