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MAGLEV ENERGY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES  
OF INCORPORATION OF  
MAGLEV ENERGY, INC.**

Maglev Energy, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article 7, Subsection 7.1, in its entirety and by substituting, in lieu thereof, the following:

**ARTICLE 7-CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY-FIVE MILLION (25,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$.001)**.

2. The foregoing amendment shall become effective as of the date of filing with the Florida Department of State, Division of Corporations.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §607.1006, Florida Statutes on October 9, 2013, the written action to amend the Corporation's Articles of Incorporation having been approved by the shareholders owning at least a majority of the common stock of the Corporation, representing sufficient votes to authorize such action. The Corporation has no voting groups other than the above referenced common stock shareholders.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 9<sup>th</sup> day of October, 2013.

Maglev Energy, Inc.

By: \_\_\_\_\_

Jon Harms, President

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