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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HYFUELS INC.**

The undersigned, being the President and a member of the Board of Directors of HyFuels, Inc., a Florida corporation (the "Corporation"), hereby certifies that the following Amendment was adopted by the Shareholders possessing all of the issued and outstanding shares of the Corporation and Directors of the Corporation at via written consents without a meeting each dated August 18, 2011, in the manner prescribed by the Florida Business Corporation Act.

ARTICLE 7 CORPORATE CAPITALIZATION

7.1 A. *Common Stock*: The aggregate number of shares of stock authorized to be issued by this Corporation shall be 500,000,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

B. *Preferred Stock*: The Corporation is authorized to issue 250,000,000 shares of \$.01 par value preferred stock (the "Preferred Stock"). The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series in addition to those set forth below and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any

H11000208886 3

H11000208886 3

change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE 17 CONTROL SHARE ACQUISITION STATUTE INAPPLICABLE

Section 607.0902 of the Florida Statutes regarding control share acquisitions is not applicable to this Corporation and shall not have any effect upon the voting rights relating to issued and outstanding shares of capital stock of the Corporation.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Date: 8-18-11
HYFUELS, INC.

Dr. Ruggero M. Santilli,
President, Director

H11000208886 3