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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOR
8/28/08

COVER LETTER

To: Amendment Section
Division of Corporations

Name of Corporation: Apollo Entertainment Group, Inc.
Document Number: P07000045572

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

Please return all correspondence concerning this filing to:

Michelle Tucker
150 E. Angeleno Ave.
1426
Burbank, Ca. 91502

For further information concerning this filing, please call:

Michelle Tucker
(561) 414-0456

Enclosed is a check in the amount of \$35.00 for the filing fee.

Address

Amendment Section
Division of Corporation
P.O. Box
Tallahassee, Florida 32314

Street Address

Amendment Section
Division of Corporations
6327 Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

APOLLO ENTERTAINMENT GROUP, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following amendments to its Articles of Incorporation:

FIRST:

Amend "Article 7 – Corporate Capitalization" as follows:

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED MILLION (100,000,000) shares of common stock, each share having the par value of \$.001

SECOND:

The date of each amendment(s) adoption shall be August 20th 2008.

THIRD:

Adoption of Amendments:

The amendments were approved by the majority-in-interest of the shareholders of the Corporation, in accordance with the provisions set forth in the Articles of Incorporation of the Corporation. The number of shares casting votes for the amendments was sufficient for approval.

Signature: Michelle Tucker
Michelle Tucker, Director