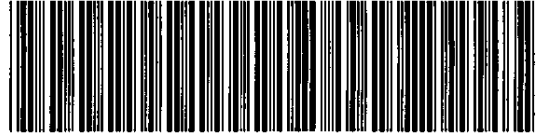


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Sender's Name **FRANKIE FRUGE** Phone **954 943-8721**  
Company **CYCLONE POWER TECHNOLOGIES INC**  
Address **601 NE 26TH CT**  
City **POMPANO BEACH** State **FL** Zip **33064-5429**



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(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

*Amend*  
*SJ*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CYCLONE POWER TECHNOLOGIES, INC.**

**July 27, 2007**

FILED  
07 JUL 30 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By consent of the sole director of Cyclone Power Technologies, Inc. (the "Corporation"), the Corporation does hereby amend its Articles of Incorporation as follows:

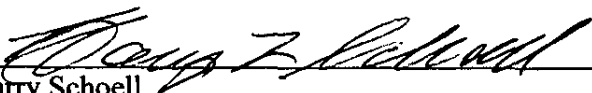
- (a) The name of the Corporation is Cyclone Power Technologies, Inc.
- (b) The date of adoption by the board of directors of the resolution approving this amendment was July 26, 2007.
- (c) The following amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of the Corporation's stock, and does not result in the percentage of authorized shares that remain unissued after the amendment exceeding the percentage of authorized shares that were unissued before the amendment.
- (d) The amendment concerns the Corporation's Common Stock, par value \$0.0001 per share (the "Common Stock"). Prior to this amendment there are 2,500,000,000 shares of Common Stock authorized for issuance by the Corporation; and upon the Effective Date of this amendment there are 1,000,000,000 shares of Common Stock authorized for issuance by the Corporation.
- (e) The Effective Date for the change in authorized Common Stock shall be July 31, 2007.
- (f) The amendment to the Corporation's Articles of Incorporation is as follows:

The first paragraph of Article IV shall be deleted and replaced with the following:

**ARTICLE IV  
Capital Stock**

The total number of shares of stock which the Corporation shall have the authority to issue is one billion one million (1,001,000,000) shares, consisting of: (1) one billion (1,000,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"), and (2) one million (1,000,000) shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock").

By order of the Board of Directors of the Corporation, these Articles of Amendment are hereby approved and authorized for filing.

  
Harry Schoell  
Sole Director

Dated: July 27, 2007

**CONSENT OF THE SOLE DIRECTOR OF  
CYCLONE POWER TECHNOLOGIES, INC  
IN LIEU OF SPECIAL MEETING**

**July 26, 2007**

The undersigned, being the sole director (the "Director") of Cyclone Power Technologies, Inc, a Florida corporation (the "Corporation"), does hereby consent to and ratifies the adoption of the following resolutions in accordance with the provisions of the Florida Business Code and the Bylaws of the Corporation.

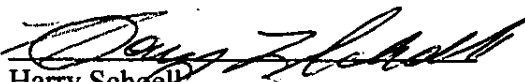
RESOLVED, that the Corporation's Articles of Incorporation shall be amended to provide for one billion (1,000,000,000) shares of Common Stock, decreased from 2,500,000,000; and it is further

RESOLVED, that the Corporation's registered agent and office shall be changed to: Franke Fruge, 601 NE 26<sup>th</sup> Court, Pompano Beach, Florida 33064.

RESOLVED, that any officer of the Corporation, is hereby authorized and directed to take such actions, and to execute and deliver and to certify, file or cause to be filed all such additional instruments, agreements and other documents as shall be necessary or desirable to effect the foregoing resolutions, the taking of such actions and the execution and delivery of any such instruments, agreements and documents to be deemed to be conclusive evidence of such executing officer's authorization in so acting.

IN WITNESS WHEREOF, the undersigned has signed this Written Action to be effective the date below.

**SOLE DIRECTOR:**

  
Harry Schoell

Dated: July 26, 2007