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10 APR - 6 AM 10: 18
TALLAHASSEE FL 32304

Amend
@ 4.8.10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CYCLONE POWER TECHNOLOGIES INC.

DOCUMENT NUMBER: PO7000069888

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

Please return all correspondence concerning this matter to the following:

CHRIS NELSON
Name of Contact Person

CYCLONE POWER TECH.
Firm/ Company

601 NE 26TH CT.
Address

POMPANO BEACH FL 33064
City/ State and Zip Code

CHRIS @ CYCLONEPOWER.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRIS at (305) 439-5559
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
PREVIOUSLY PAID
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
2010 APR - 6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 31, 2010

CYCLONE POWER TECHNOLOGIES, INC.
601 NE 26TH COURT
POMPANO BEACH, FL 33064

SUBJECT: CYCLONE POWER TECHNOLOGIES, INC.
Ref. Number: P07000069888

We have received your document for CYCLONE POWER TECHNOLOGIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 310A00007881

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CYCLONE POWER TECHNOLOGIES, INC.
March 30, 2010**

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

WHEREAS:

- (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 March 1, 2010. No shareholder action is required under Section 607.0602 of the Florida Statutes.
- (c) The Board of Directors has previously created Series A Convertible Preferred Shares, and by Amendment to its Articles of Incorporation dated July 24, 2009, increased the number of shares of Series A Convertible Preferred to 550,000.

NOW THEREFORE:

- (d) The Board of Directors hereby increases the number of shares of Series A Convertible Preferred authorized to be issued to 750,000.
- (e) The Board of Directors hereby deletes the last paragraph of Section 5 "Liquidation" and replaces it in its entirety with the following paragraph:


Immediately prior to the consummation of a Liquidation Event, the Series A Preferred Shares shall immediately and automatically convert into shares of Common Stock of the Corporation as provided in Section 6 hereof.

- (f) All other terms, preferences, limitations and rights for the Series A Preferred Shares shall remain the same.

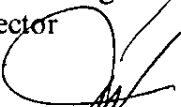
By order of the Board of Directors of the Corporation, these Articles of Amendment are hereby approved and authorized for filing as of the date written above.



Harry Schoell
Director



Frankie Fruge
Director



James C. Landon
Director

10 APR -6 AM 10: 18

RECORDED
MAY 11 2010
FILED IN CASE 1:10-0000