

P070000069888

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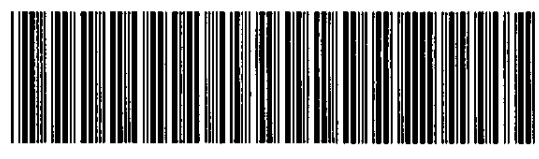
(Business Entity Name)

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14 JAN 31 AM 11: 34

Amend/c  
@ 2/5/14

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: CYCLONE POWER TECHNOLOGIES INC.  
DOCUMENT NUMBER: P070000 69888

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

Please return all correspondence concerning this matter to the following:

CHRISTOPHER NELSON  
Name of Contact Person  
CYCLONE POWER TECH  
Firm/ Company  
601 NE 26<sup>TH</sup> CT  
Address  
POMPANO BEACH FL 33064  
City/ State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRIS NELSON at ( 954 ) 943-8721  
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
- \$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)

*ALB*

**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

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CYCLONE POWER TECHNOLOGIES, INC.  
DOC # P07000069888**

**JANUARY 31, 2014**

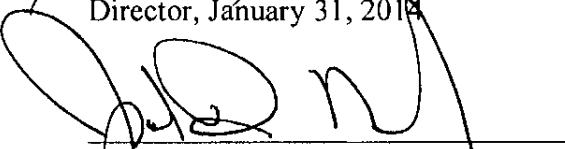
Pursuant to Section 607.1006 of the Florida Statutes, by majority vote of the shareholder and consent of the Board of Directors of Cyclone Power Technologies, Inc. (the "Corporation"), the Corporation does hereby amend its Articles of Incorporation as follows:

- (a) The name of the Corporation is Cyclone Power Technologies, Inc.
- (b) The date of adoption by consent of Shareholders representing a majority of the Common Stock of the Corporation, under Section 607.0704 of the Florida Statutes, approving this amendment was December 19, 2013. The number of votes cast for this amendment by the shareholders was sufficient for approval.
- (c) Amendment: The Board of Directors hereby increases the number of shares of Common Stock authorized from 300,000,000 (Three Hundred Million) to 900,000,000 (Nine Hundred Million).
- (d) The Effective date of this amendment is January 31, 2014.
- (e) All other terms, preferences, limitations and rights for the Common Shares shall remain the same.

By order of the Board of Directors of the Corporation, these Articles of Amendment are hereby approved.

  
\_\_\_\_\_  
Harry Schoell  
Director, January 31, 2014

  
\_\_\_\_\_  
Frankie Fruge  
Director, January 31, 2014

  
\_\_\_\_\_  
Joel Mayersohn  
Director, January 31, 2014

FILED  
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**WRITTEN CONSENT OF THE SHAREHOLDERS  
OF  
CYCLONE POWER TECHNOLOGIES, INC.**

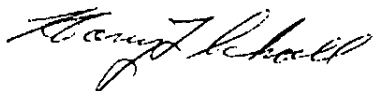
The undersigned, constituting the all of the holders of the Series B Preferred Stock (the "Preferred Stock") of Cyclone Power Technologies, Inc., a Florida corporation (the "Corporation"), and as such, constituting a majority of the Corporation's Common Stock, hereby approve and adopt the following resolutions by written consent in lieu of an annual meeting of shareholders of the Corporation as of the 19<sup>th</sup> day of December, 2013, as permitted under Title XXXVI, Section 607.0704, of the Florida Statutes.

**BE IT RESOLVED THAT:**

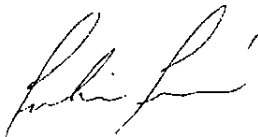
That the Corporation's Articles of Incorporation shall be amended to authorize a maximum of Nine Hundred Million (900,000,000) Shares of Common Stock, which is increased from Three Hundred Million (300,000,000) Shares, and the Corporation's management is hereby authorized to (1) file an Information Statement with the SEC and, upon the expiration of the required waiting period, mail said Information Statement to the common shareholder of the Corporation, and (2) twenty days after said mailing, file Articles of Amendment reflecting this resolution with the Secretary of State of Florida.

The holders of the Preferred Stock, by virtue of the Corporation's Certificate of Designation effective as of June 30, 2007, have voting rights, when combined with their existing holdings of the Corporation's common stock, that entitle them to have an aggregate of 51% of the votes eligible to be cast by all shareholders with respect to all matters brought before a vote of the shareholders of the Corporation. As such, the aforewritten resolutions are hereby adopted and approved, and shall be filed with the minutes of the Corporation.

The undersigned have placed their signature hereto as of the 19<sup>th</sup> day of December, 2013.



Harry Schoell



Frankie Fruge