

PO7000129307

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

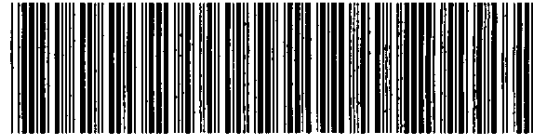
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 JUN 20 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TS

Amber
5/20/08



Thursday, June 19, 2008

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation of 141 Capital, Inc., Document number P07000129307

Dear Sir/Madam:

Please find the enclosed Articles of Amendment and for 141 Capital, Inc., dated June 18, 2008 with and a check for the amount of \$35.00 to cover the cost of the filing fee and a copy of the Directors Resolutions dated June 18, 2008.

Please mail the certified copy to:

Pam Meroney
141 Capital, Inc
29 S LaSalle, Suite 333
Chicago, IL 60603

If you have any questions regarding this matter please feel free to contact me at 312 265 3667 ext 1700 or 888 284 8906.

Thank You,

A handwritten signature in black ink, appearing to read 'Pam Meroney', written in a cursive style.

Pam Meroney
Executive Assistant to CEO

**Articles of Amendment
to
Articles of Incorporation
of**

141 Capital, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P07000129307

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.") (A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV is amended to delete: "2,000,000,000 common shares with par value \$0.0001."
The following is added: "5,000,000,000 common shares with par value at \$0.0001."

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)
N/A

(continued)

The date of each amendment(s) adoption: 7/18/2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s)(CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by a majority of the holders of the Series A preferred Stock."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Errol Stone _____

(Typed or printed name of person signing)

Chief Executive Officer _____

(Title of person signing)

**CONSENT IN LIEU OF A
MEETING OF THE DIRECTORS OF
141 CAPITAL, INC.**

WHEREAS, Title XXXXVI, Chapter 607.0821 of the Florida Statutes provides that any action required or permitted to be taken by the directors of a Florida corporation at a meeting of such directors may be taken without such a meeting provided that all of the directors consent in writing to such action; and

WHEREAS, the undersigned are the directors of 141 Capital, Inc., a Florida corporation, ("*Corporation*") and they desire to take the actions hereinafter set forth without a duly called meeting of the directors;

WHEREAS, as a result of the price of the Corporation's common stock it has been necessary to issue a greater number of shares of its common stock than originally anticipated in order for the Corporation to raise money to fund its operations;

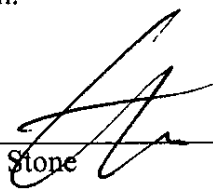
WHEREAS, in order for the Corporation to continue its financing it is necessary to amend its Articles of Incorporation to increase the number of authorized shares of common stock;

NOW, THEREFORE, the undersigned hereby adopt the following resolutions that have the same force and effect as if adopted at a duly called special meeting of the directors.

RESOLVED, that it is in the best interests of the Corporation and its Shareholders to amend its Articles of Incorporation in accordance with the Amendment attached hereto

FURTHER RESOLVED, that the appropriate officers of the corporation are hereby authorized and directed to take all action necessary or appropriate to carry out the foregoing resolution.

Dated: June 18, 2008



Errol Stone



Paul D. Strickland, Jr.



Catherine D. Rains