

P07000132703

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2008 FEB 22 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: U. S. Private Offering, Inc.

DOCUMENT NUMBER: P 07000132703

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

Please return all correspondence concerning this matter to the following:

Charles W. Barkley
(Name of Contact Person)

Your Incorporation.com, Inc.
(Firm/ Company)

6201 Fairview Road, Suite 200
(Address)

Charlotte, NC 28210
(City/ State and Zip Code)

For further information concerning this matter, please call:

Charles Barkley at (704) 944-4290
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

Articles of Amendment to
Articles of Incorporation of
U. S. Private Offering, Inc.

FILED
2008 FEB 22 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

P07000132703

(Document number of corporation (if known))

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

Article I

NAME. The name of the corporation is U. S. Capital Ventures, Inc.

Article II

PRINCIPAL PLACE OF BUSINESS. The principal place of business address:

6201 Fairview Road
Suite 200
Charlotte, NC 28210

The mailing address of the corporation is:

6201 Fairview Road
Suite 200
Charlotte, NC 28210

Article III

PURPOSE. The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

SHARES. The maximum number of shares of capital stock which this Corporation shall have authority to issue is Seventy Million (70,000,000) shares of Common Stock, \$.001 par value, and Five Million (5,000,000) shares of Preferred Stock at \$.001 par value. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

Common Stock - General Provisions. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or any shares of Preferred Stock, Common Stock or other equity securities issued or to be issued by the Company.

Subject to the preferential and other dividend rights applicable to Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefore.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, after distribution in full of the preferential or other amounts to be distributed to the holders of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

Common Stock - Other Provisions.

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(1) Each share of Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote.

Except as otherwise required by applicable law, the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation (or, if any holders of shares of Preferred Stock are entitled to vote together with the holders of Common Stock, as a single class with such holders of shares of Preferred Stock).

(b) Dividends and Distributions. Except as otherwise provided in this Certificate of Incorporation, holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Common Stock payable in stock of the Corporation shall be made in shares of Common Stock. In no event will shares of Common Stock be split, divided or combined unless the outstanding shares of the Common Stock shall be proportionately split, divided or combined.

Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. All shares of Preferred Stock shall be of equal rank and shall be identical, except in respect of the matters that may be fixed and determined by the Board of Directors as hereinafter provided, and each share of each series shall be identical with all other shares of such series, except as to the date from which dividends are cumulative. The preferred stock shall have voting rights over the voting rights of common stock as established by the Board of Directors. The Board of Directors hereby is authorized to cause such shares to be issued in one or more classes or series and with respect to each such class or series to fix and determine the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

Article V

REGISTERED AGENT AND ADDRESS. The registered agent and the registered address of the Corporation have not been changed and the resident agent remains Kyle Lavender and the registered address remains:

USA-RA, LLC
841 Prudential Drive
Floor 12-6491007,
Jacksonville, FL 32201

Article VI

AMENDMENTS TO BYLAWS

The power to amend the bylaws is reserved to the Board of Directors and the Board of Directors shall have full power to amend the bylaws as they deem fit, from time to time, without necessity of shareholder vote or approval to the full extent permitted by Florida law.

Article VII

REMOVAL OF ENTIRE BOARD OF DIRECTORS AND REPLACEMENT OF DIRECTORS

The entire board of directors may not be removed by shareholder action. No more than two directors may be replaced at any single shareholder meeting except to fill empty seats on the board. The terms of the board members may be staggered if so set forth in the Bylaws of the Company.

Upon the termination or any director, the remaining Board of Directors shall have the power to replace the outgoing director for the remainder of the outgoing director's term.

Article VIII

ACTION WITHOUT MEETING

Except when prohibited by Florida law, the corporation can take any lawful action with a meeting of the Board of Directors or shareholders if such action is taken by a majority of the Board of Directors or a majority in interest of the shareholders.

Article IX

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER REPRESENTATIVES.

Limitation of Personal Liability. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Nevada Revised Statutes, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Nevada is amended after the date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of directors, the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Nevada.

Indemnification. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Nevada, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, judgments, fines, amounts paid in settlement, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification of expenses may be entitled under any by-laws, agreements, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article X

NAME, ADDRESS AND SIGNATURE OF INCORPORATOR. The name and address of each incorporator is:

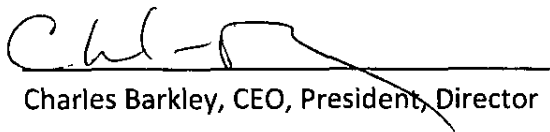
Charles Barkley
3001 Planters Walk Court
Charlotte, NC 28210

THE DATE OF EACH AMENDMENT(S) ADOPTION: February 18, 2008

EFFECTIVE DATE IF APPLICABLE: Upon filing
(no more than 90 days after amendment file date)

ADOPTION OF AMENDMENT(S): The amendment(s) was/were approved by the unanimous consent of the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

Signatures:


Charles Barkley, CEO, President, Director

Signed this date: February 18, 2008