

P07000132703

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

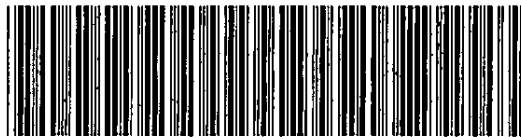
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/1/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: U.S. CAPITAL VENTURES, INC.

DOCUMENT NUMBER: P07000132703

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)

CHARLES W. BARKLEY ATTORNEY AT LAW

(Firm/ Company)

6201 FAIRVIEW RD. SUITE 200

(Address)

CHARLOTTE, NC 28210

(City/ State and Zip Code)

For further information concerning this matter, please call:

CHARLES W. BARKLEY

(Name of Contact Person)

at (704) 944-4290

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$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)

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. CAPITAL VENTURES, INC.

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

P07000132703

(Document number of corporation (if known))

FILED
AUG - 1 PM 12:01
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):

U.S. PRIVATE OFFERING, INC.

(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

Shares - The maximum number of shares of capital stock which this Corporation shall have authority to issue is Ten Million (10,000,000) shares of Common Stock.

The rest and remainder Article IV will remain in full force and effect as filed on February 22, 2008.

(Attach additional pages if necessary)

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)

(continued)

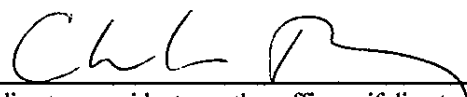
The date of each amendment(s) adoption: 07-29-08

Effective date if applicable: Upon Filing
(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 _____."
(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)

Charles W. Barkley
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35