



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** U.S. NATIONAL TELECOM, INC.

**DOCUMENT NUMBER:** P99000039897

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

Please return all correspondence concerning this matter to the following:

GREGORY GIAGNOCAVO

(Name of Contact Person)

U.S. NATIONAL TELECOM, INC.

(Firm/ Company)

7900 E. UNION AVE, SUITE 1100

(Address)

DENVER, CO 80203

(City/ State and Zip Code)

For further information concerning this matter, please call:

GREGORY GIAGNOCAVO

(Name of Contact Person)

at ( 800 ) 658 1145

(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

10-16-08

U.S. NATIONAL TELECOM, INC.

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

P99000039897

(Document number of corporation (if known))

FILED  
08 SEP 29 PM 11:58  
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)**

Amendment to Article IV, please see attached.

(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: SEPTEMBER 19, 2008


Effective date if applicable: OCTOBER 16th, 2008  
(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)

GREGORY GIAGNOCAVO  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**FILING FEE: \$35**

**STATE OF FLORIDA**  
**CERTIFICATE OF AMENDMENT**  
**OF**  
**ARTICLES OF INCORPORATION**  
**OF**  
**U.S. NATIONAL TELECOM, INC.**

First: That the Board of Directors of U.S. NATIONAL TELECOM, INC. (the "Corporation") by Unanimous Written Consent dated as of September 19, 2008, adopted resolutions setting forth proposed amendments to the Certificate of Incorporation of the Corporation as heretofore amended, declaring said amendments to be advisable and calling for the submission of such amendments to the stockholders of the Corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

Resolved, that the Certificate of Incorporation of the Corporation be amended by changing Article thereof numbered "VI" so that, as amended, said Article shall be and read as follows:

**ARTICLE IV**  
**CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 502,000,000 of which 500,000,000 shares shall be designated common stock, par value .000001 per share and 2,000,000 shares shall be designated as preferred stock, par value .000001.

Each ten thousand (10,000) shares of Common Stock outstanding on the effective date, shall be deemed to be one (1) share of Common Stock of the Corporation, par value \$0.000001 per share. There shall be no fractional shares. Odd lots shall be rounded up.

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitations, relative rights and voting rights, if any, of each series by the adoption and filing in accordance with Florida General Corporation Law, before the issuance of any shares of such series, of an amendment or amendments to this Certificate of incorporation determining the terms of such series, which amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law. All shares of preferred stock of the same class shall be identical.

No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable.

The following is a description of each class of stock of the Corporation with preferences, conversion and other rights, restrictions, voting powers, limitations as to distributions, qualifications, and terms and conditions of redemption of each class:

FIRST: The Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote.

SECOND: Notwithstanding any provision of the Certificate of Incorporation to the contrary, the affirmative vote of a majority of all votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such

actions by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (i) any amendment of this Certificate of Incorporation;
- (ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (iii) the sale, lease, exchange or other transfer of all, or substantially, all of the property and assets of the Corporation, including its goodwill and franchises;
- (iv) the participation by the Corporation in share exchange (as defined in Florida General Corporation Law); and
- (v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings related to the Corporation.

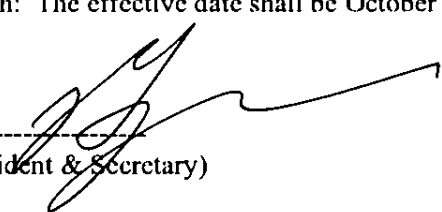
THIRD: The Preferred Stock is hereby established as Series A Preferred Stock, designated "Series A Preferred Stock". The number of shares of Series A Preferred Stock shall be 2,000,000 shares, and have a par value .000001. The Series A Preferred Stock shares shall have superiority voting rights equal to 1,000 votes per share. In the event that such votes do not total 51% all votes, then regardless of the provisions of this paragraph, in any such case, the votes cast by Series A Preferred Stock shall be equal to 51% of all votes cast at any meeting of shareholders, or any issue put to the shareholders for voting and the Company may state that any such action was had by majority vote of all shareholders. Furthermore the holders of Series A Preferred shares have the right to the majority of the Directors to the Board of the Company and to further amend the Articles of Incorporation to ensure the furtherance of the Company and its operations.

Second: That pursuant to Section 228 of the General Corporation Law of the State of Delaware, a consent setting forth resolutions approving the amendments set forth above was signed by holders of outstanding stock having not less than the minimum number of votes necessary to authorize or take action at a meeting at which all shares entitled to vote thereon were present and voted.

Third: That said amendments were duly adopted in accordance with the the General Corporation Law of the State of Florida.

Fourth: The effective date shall be October 16, 2008.

By:

  
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(President & Secretary)

Name: Gregory Giagnocavo