

P99000039897

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

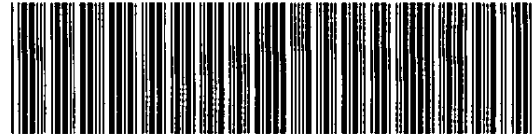
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

And 5/25/10

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:

Damian Guthrie

Name of Contact Person

U.S.National Telecom, Inc

Firm/ Company

201 South Biscayne BLVD

Address

Miami, FL 33131

City/ State and Zip Code

damian_guthrie@hotmail.com

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

For further information concerning this matter, please call:

Damian Guthrie

Name of Contact Person

at (786)

303 2681

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)

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

eff
5/31

U.S.National Telecom, Inc.

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

P9900003987

(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:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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TALLAHASSEE, FLORIDA

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|-------------|----------------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| | | _____ | |

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amendment to Article VI, see attached

F. If an amendment provides for an 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)

The date of each amendment(s) adoption: May 12, 2010

Effective date if applicable: May 31st, 2010 (date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted 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.

Dated May 12 2010

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)

Damian Guthrie

(Typed or printed name of person signing)

Ceo

(Title of person signing)

STATE OF FLORIDA
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION, AS AMENDED,
OF
US NATIONAL TELECOM, INC.

First: That the Board of Directors of U.S. National Telecom, Inc (the "Corporation") by Unanimous Written Consent dated as of May 12, 2010, adopted resolutions setting fourth proposed amendments to the Certificate of Incorporation of the Corporation as hereto 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 VI
CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is: One billion five hundred and twenty five million, and one (1,525,000,001) shares, consisting of one billion five hundred million (1,500,000,000) shares of common stock, par value \$0.000001 per share and a class of twenty five million and one share (25,000,001) shares of preferred stock, par value \$0.000001 per share.

Each two thousand (2000) 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 such shares of such series, of an amendment or amendments to the 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.

Common Stock. Each holder of record of common stock shall have the right to one vote for each share of common stock registered in their name on the books of the Corporation on all matters submitted to a vote of stockholders except as the right to exercise such vote may be limited by the provisions of this Certificate of Incorporation or of any class or series of preferred stock established hereunder. The holders of common stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the preferred stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to stockholders, and remaining after the payment to holders of preferred stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the common stock according to their respective shares.

(A) Preferred Stock. The preferred stock shall be issued in series. The Board of Directors is authorized at any time, and from time to time, to provide for the issuance of shares of preferred stock in one or more series. The Board of Directors shall have the authority to determine the number of shares that will comprise each series. For each series, the Board of Directors shall determine, by resolutions or resolution adopted prior to the issuance of any shares thereof, the designations, powers, preferences, limitations and relative or other rights thereof, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:

- (i) The rate and manner of payment of dividends, if any;
- (ii) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (iii) The amount payable for shares in the event of liquidation, dissolution or other winding up of the Corporation;
- (iv) Sinking fund provisions, if any, for the redemption or purchase of shares;
- (v) The terms and conditions, if any, on which shares may be converted or exchanged;
- (vi) Voting rights, if any; and
- (vii) Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the General Corporation Law of the State of Delaware.

Additionally, the Certificate of Incorporation, as amended, is hereby amended by deleting the title under Article VII in its entirety and inserting the following:

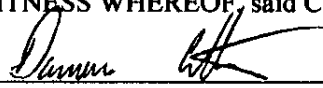
QUORUM PROTECTIVE PROVISIONS

3. That pursuant to Section 607.1006 of the General Corporation Law of the State of Florida, 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.

4. That this Certificate of Amendment of the Certificate of Incorporation, as amended, was duly adopted in accordance with the provisions of Section 607.1006 of the General Corporation Law of the State of Florida.

5. The effective date shall be May 12th, 2010.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 12th MAY, 2010.

By: 

Authorized Officer

Title: President, Chief Executive Officer and Chairman of the Board

Name: Damian Guthrie