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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAPITAL VENTURES USA, INC.**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President: S.D. Marion
Vice-President: Lynn DeBusk
Secretary: Lynn DeBusk
Treasurer: S.D. Marion

SECOND: Article 5 shall be amended to state:

President: S.D. Marion
Secretary: S.D. Marion
Treasurer: S.D. Marion

whose mailing addresses shall be the same as the mailing address of the Corporation.



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THIRD: Article 6 of the Articles of Incorporation states Directors as:

S.D. Marion
Lynn DeBusk

FOURTH: Article 6 of the Articles of Incorporation shall be amended to state Director of the Corporation as:

S.D. Marion

whose mailing addresses shall be the same as the mailing address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 12 August 2008.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 12 August 2008



S.D. Marion, Chairman of the Board of Directors



SPIEGEL & UTRERA, P.A.

LAWYERS

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