

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings



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OFFICE OF THE
SECRETARY OF STATE

INCorp SERVICES, INC.
375 N STEPHANIE ST STE 1411
HENDERSON, NV 89014-8909

Job: C20100301-2068
March 1, 2010

Special Handling Instructions:
EMAILED 03/01/10 - RSS

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20100130731-28	3/1/2010 12:50:04 PM	1	\$2,400.00	\$2,400.00
24 Hour Expedite	20100130731-28	3/1/2010 12:50:04 PM	1	\$125.00	\$125.00
Total					\$2,525.00

Payments

Type	Description	Amount
Credit	836896 10030133474579	\$2,525.00
Total		\$2,525.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s): 1

INCorp SERVICES, INC.
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HENDERSON, NV 89014-8909



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
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 Website: secretaryofstate.biz

Certificate of Amendment
 (PURSUANT TO NRS 78.385 and 78.390)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100130731-28
	Filing Date and Time 03/01/2010 12:50 PM
	Entity Number C7400-1985

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Videolocity International, Inc. (c7400-1985)

2. The articles have been amended as follows (provide article numbers, if available):

3. Shares

The number of shares with par value is 4,888,000,000.

The par value is \$0.001.

The number of shares without par value is 0.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the * articles of incorporation have voted in favor of the amendment is: 51%

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (required):

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
 Revised on: 11/03/03