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Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20090629546-13
	Filing Date and Time 08/20/2009 12:05 PM
	Entity Number C22953-2001

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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:

Sky440, Inc.

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

ARTICLE FOURTH: The corporation shall be authorized to issue Seven Billion (7,000,000,000) Shares of Stock, as follows: Six Billion Nine Hundred Fifty Million (6,950,000,000) shares of Common Stock having a $.0001 par value, and Fifty Million (50,000,000) shares of Preferred Stock having a $.001 par value. The Common Stock and/or Preferred Stock of the Company may be issued from time to time without prior approval by the stockholders. The Common Stock and/or Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such shares of Common and/or Preferred Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution authorizing the issuance of shares, except as expressly limited by this Article. CONTINUED

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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: 79%

4. Effective date of filing: (optional) 8/20/09
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X _____
Signature of Officer

*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 to limitations or restrictions on the voting power thereof.

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 3-6-09

CONTINUED:

ITEM 2. The Articles have been amended as follows (CONTINUED FROM PAGE 1 CERTIFICATE OF AMENDMENT)

ARTICLE FOURTH (CONTINUED):

...Stockholders shall not have pre-emptive rights or be entitled to cumulative voting in connection with the shares of the corporation's Common or Preferred Stock.