



DEAN HELLER
Secretary of State
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Certificate of Amendment

(PURSUANT TO NRS 78.385 and 78.390)

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:

ICOA, Inc.

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

RESOLVED, Article IV of the Articles of Incorporation for ICOA, Inc. is amended by deleting the existing Article IV in its entirety and inserting the following:

ARTICLE IV - Stock

The aggregate number of shares which this Corporation is authorized to issue is

- (a) 750,000,000 shares of nonassessable voting common stock having a par value of \$0.0001 per share, and
- (b) 50,000,000 shares of nonassessable voting preferred stock, having a par value of \$0.0001 per share. Such shares may be issued in one or more series, and with such dividend rates and rights, liquidation preferences, voting rights, conversion rights, rights and terms of redemption and other rights, preferences, and privileges as the Corporation's Board of Directors shall determine.

The capital stock of this corporation, both common and preferred, shall be issued as fully paid. The private property of the shareholders shall not be liable for the debts, obligations or liabilities of this Corporation.

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:

4. Effective date of filing (optional):

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

5. Officer Signature (required):

/s/ ERWIN VAHLING, JR., CFO

*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

RESOLVED, Article IV of the Articles of Incorporation of ICOA, Inc. is amended by deleting the existing Article IV in its entirety and inserting the following:

Article IV – Stock

The aggregate number of shares which this Corporation is authorized to issue is

(a) 750,000,000 shares of nonassessable voting common stock having a par value of \$0.0001 per share, and

(b) 50,000,000 shares of nonassessable voting preferred stock, having a par value of \$0.0001 per share. Such shares may be issued in one or more series, and with such dividend rates and rights, liquidation preferences, voting rights, conversion rights, rights and terms of redemption and other rights, preferences, and privileges as the Corporation's Board of Directors shall determine.

The capital stock of this corporation, both common and preferred, shall be issued as fully paid. The private property of the shareholders shall not be liable for the debts, obligations or liabilities of this Corporation.

ICOA, Inc. Amendment to Articles of Incorporation
February 11, 2005

This amendment is made in consequence of actions taken by the Company's shareholders at a special meeting held on February 10, 2005 at which the following motions were approved:

Resolved, Article IV of the Company's Articles of Incorporation is hereby amended to increase the number of shares of common stock to 750,000,000.

The votes were: Ayes: 77,334,892; Noes: 3,893,746; Abstain: 287,295

Resolved, Article IV of the Company's Articles of Incorporation is hereby amended to add a provision authorizing the issuance of 50,000,000 shares of preferred stock, to be issued in one or more series, and with such dividend rates and rights, liquidation preferences, voting rights, conversion rights, rights and terms of redemption and other rights, preferences, and privileges as the Corporation's Board of Directors shall determine.

The votes were: Ayes: 75,430,935; Noes: 5,811,382; Abstain: 532,195.