

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