

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

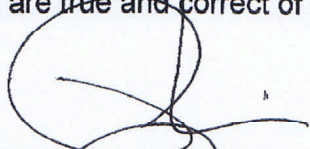
1. They are the president and the secretary, respectively, of AMERICAN PACIFIC RIM COMMERCE GROUP, a California corporation.
2. Article IV of the Articles of Incorporation of this Corporation is amended to read as follows:

The total number of shares of stock the Corporation shall have the authority to issue is 110,000,000, of which 100,000,000 shall be designated common stock, par value \$0.001 per share, and of which 10,000,000 shall be designated preferred stock, par value \$0.001 per share. Further, any and all such Designations, Preferences and Rights of such authorized stock shall be at the sole discretion of the Board of Directors.

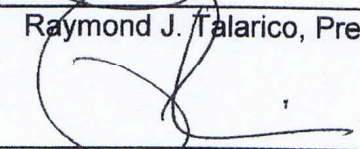
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 64,706,520. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: APRIL 20, 2011

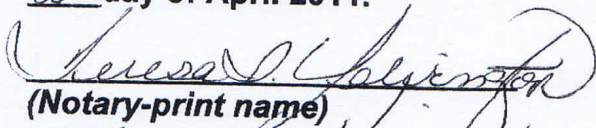


Raymond J. Talarico, President



Raymond J. Talarico, Secretary

Subscribed and sworn to before me a notary public in the State of Florida this 21st day of April 2011.


(Notary-print name)
Teresa I. Yelvington

My Commission Expires: 12/13/2012

