

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the Sate of Delaware certifies:

**FIRST:** That at a meeting of the Board of Directors of Green Processing Technologies, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and to be obtained by the written consent of a majority of the stockholders of said corporation. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

The total number of shares which the corporation shall have authority to issue is 205,000,000, consisting of 200,000,000 shares of Common Stock, \$0.001, par value, and 5,000,000 shares of Preferred Stock, \$0.001 par value, which Preferred shares may be subdivided into various classes or series with Rights, Privileges and Preferences as may hereafter be determined and designated by the Board of Directors.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the said corporation adopted by the written consent of the holders of a majority of the outstanding shares of voting stock of said corporation in accordance with the provisions of the Delaware General Corporation Law.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Title 8, Section 228 of the Delaware General Corporation Law.

**IN WITNESS THEREOF**, said corporation has caused this Certificate to be signed this 11th day of March, 2012.

  
Stephen D. Cummins  
Chairman/CEO