

**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
Encounter Technologies, Inc.**

The undersigned, being the Director of Encounter Technologies, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Colorado (the "Corporation"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation as required by the Colorado Corporations and Associations Act (C.R.S. 7-106):

**Increase in Authorized Capital**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors be and hereby amends the Corporation's Articles of Incorporation to increase the authorized capital of the Company to ninety five million (95,000,000) shares of preferred stock and,

**THEREFORE** the amount of common shares authorized and designated by the company shall remain the same; and be it

**RESOLVED**, that the Corporation's Articles of Incorporation – **AUTHORIZED CAPITAL** - be and the same hereby is replaced, in its entirety, by the following:

**ARTICLE IV  
AUTHORIZED CAPITAL**

The number of shares of common stock authorized by the Corporation shall be 5,000,000,000.

The number of shares of preferred stock authorized by the Corporation shall be 95,000,000.

**Effective Date**

These Articles of Amendment shall become effective upon filing with the Colorado Secretary of State.

**IN WITNESS WHEREOF**, the undersigned, being the President, Director and Majority Shareholder and Chief Executive Officer of the Corporation, has executed these Articles of Amendment as of March \_\_, 2010.

**Encounter Technologies, Inc.**



Rick DiBiase  
Chief Executive Officer

**EXHIBIT B**  
**UNANIMOUS WRITTEN CONSENT OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**ENCOUNTER TECHNOLOGIES, INC.**

The undersigned, being all of the members of the board of directors (the "Board") of Encounter Technologies, Inc. a Colorado corporation (the "Company"), hereby consent, pursuant to the laws of the state of Colorado, to the adoption of the following resolutions taking or authorizing the actions specified therein without a meeting:

RESOLVED, that the Board hereby approves the Certificate of Amendment to the Articles of Incorporation substantially in form attached hereto as Exhibit A authorizing the increase of the Company's authorized preferred stock to 95,000,000 preferred shares ("Capital Increase"); and be it further

RESOLVED, that the Company submit to the holders of its voting stock for approval, the Certificate of Amendment authorizing the Capital Increase; and be it further

***General Authorization and Ratification***

RESOLVED, that as used in these resolutions, the term "the proper officers" of the Company shall mean the Chief Executive Officer, the President and the Chief Financial Officer of the Company, and each of them, and with respect to matters involving only certification, attestation or countersignatures, any Secretary or Assistant Secretary of the Company; and that the proper officers of the Company be, and each of them acting alone hereby is, authorized and empowered, acting in the name and on behalf of the Company, to take such action and to execute and deliver all agreements, documents, and instruments referred to expressly or generally in the preceding resolutions, and any amendments, supplements, or modifications to any of such agreements, documents, and instruments; such actions, agreements, documents, instruments, amendments, supplements, and modifications shall be in such form and substance as the proper officer executing the same may, in his or her sole discretion, deem to be in the best interest of the Company in connection with or arising out of the transactions contemplated by the foregoing resolutions; and be it further

RESOLVED, that the proper officers of the Company be, and each of them hereby is, empowered to approve or authorize, as the case may be, such further action and the preparation, execution, and delivery of all such further instruments and documents in the name and on behalf of the Company, and to pay all such expenses and taxes, as in their judgment shall be necessary, proper, or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions; and be it further

RESOLVED, that any and all actions heretofore taken by the directors or officers of the Company on behalf of the Company in furtherance of the actions authorized or contemplated by the foregoing resolutions be, and they hereby are, ratified, approved, and confirmed in all respects, including, without limitation, the execution and delivery of any documents and instruments, including amendments, supplements, or modifications thereto as have been necessary or appropriate in order to effectuate the actions contemplated by the foregoing resolutions.

This Consent may be executed in one or more counterparts, including with signatures on separate copies, all of which shall constitute the same instrument.

  
Rick DiBiase, Director

**[Exhibits Omitted]**

**EXHIBIT C**  
**WRITTEN CONSENT**  
**OF THE HOLDERS OF A MAJORITY OF THE**  
**VOTING STOCK**  
**OF**  
**ENCOUNTER TECHNOLOGIES, INC.**

The undersigned, constituting the holders of a majority of the shares of Common Stock (collectively, the "Stockholders") of Encounter Technologies, Inc. a Colorado corporation (the "Company"), do hereby adopt by this written consent, the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting:


WHEREAS, the Board of Directors of the Company have considered increasing the authorized preferred stock of the Company to 95,000,000 preferred shares (the "Capital Increase") and deems such capital increase advisable and in the best interests of the Company and its Stockholders.

NOW, THEREFORE, BE IT

RESOLVED, that, the Articles of Incorporation of the Company be and hereby are amended to authorize and enact the increase of the authorized capital of the Company to 95,000,000 preferred shares;

RESOLVED, that the Certificate of Amendment to the Articles of Incorporation substantially in form attached hereto as Exhibit A authorizing the Capital Increase be and hereby is in all respects approved.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the \_\_\_ day of March, 2010.

  
\_\_\_\_\_  
Rick DiBiase

No. of Shares of Common Stock: \_\_\_\_\_