

FEB/02/2006/THU 12:17 PM HOLMES & COMPANY  
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FAX No. 604 688 0426  
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P. 003/004  
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P. 002



DEAN HELLER  
Secretary of State  
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*Dean Heller*

Dean Heller  
Secretary of State

Certificate of Change Pursuant  
to NRS 78.209

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Change filed Pursuant to NRS 78.209  
For Nevada Profit Corporations

1. Name of corporation:  
Ingenium Capital Corp.
2. The board of directors have adopted a resolution pursuant to NRS 78.207 and have obtained any required approval of the stockholders.
3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:  
100,000,000 Common, Par Value \$0.001  
10,000,000 Preferred, Par Value \$0.001
4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:  
100,000,000 Common, Par Value \$0.001  
10,000,000 Preferred, Par Value \$0.001
5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:  
4 Common shares will be issued for each Common share.  
Preferred shares will be unaffected.
6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:  
N/A

7. Effective date of filing (optional): 2/6/06

8. Officer Signature: \_\_\_\_\_

*Michael J. ...*  
President

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.

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Revised 10/04/03