

ARTICLES OF AMENDMENT

FILED EFFECTIVE

OF

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

CYBERTRAN INTERNATIONAL, INC.

[§§30-1-1003, & 30-1-1006 I.C.]

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NEIL G. SINCLAIR, CEO, and RICHARD D. STRUTHERS,

Secretary, respectively, of CYBERTRAN INTERNATIONAL, INC., hereby certify that at a special meeting of the shareholders of the corporation, held at the office of the corporation, at 476 Water Street., Oakland, California, on November 6, 2009, the shareholders duly approved the amendment of the Articles of Incorporation (as authorized by law, and by the articles of incorporation), by striking ¶IV thereof, as previously amended, and inserting instead, the following:

"ARTICLE IV

"A. The aggregate number of shares which the corporation shall have authorization to issue is 20,000,000, divided into 17,000,000 shares of common Stock, of the par value of \$100 per share, and 3,000,000 shares of preferred stock, without par value.

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"B. The terms, preferences, rights, and limitations, of each class of stock, shall be as follows:

"(1) Common Stock.

(a) Issuance. Common stock may be issued in such amounts and for such purposes as might be determined by the board of directors.

(b) Dividends. Subject to the rights of the preferred stock, the board of directors may determine, declare, or pay dividends on the common stock, from time to time.

(c) Voting Rights. Except as stated herein, for holders of certain preference shares, the holders of common stock shall have the exclusive right to vote for the election of directors, and for all other purposes, each holder of the common stock being entitled to one vote for each share held.

(d) Liquidation. Upon any liquidation, dissolution, or winding up

of the corporation, and after payment to the preferred shareholders of all amounts to which they might be entitled, the remaining net assets of the corporation shall be distributed, pro rata, to the holders of common stock, in accordance with the respective rights and interests.

"2. Preferred Stock. The board of directors, from time to time, may issue additional preferred stock in one or more series, setting the relative rights, preferences, a limitation of each of such series, in the manner set forth for the initial series authorized herein, such initial series being Series A, with rights and privileges as follows:

a. Dividends. Shall be non-cumulative, and paid prior to (and in at least the same amount as) dividends paid on common stock.

b. Conversion. Each share shall be convertible, at any time, at the option

of the holder, into a share of common stock, at a conversion ratio of one share of common stock for each share of Series A Preferred Stock, with a mandatory conversion, upon completion of a fully underwritten public offering, at a price which exceeds \$10 per share of common stock, and where the aggregate gross proceeds received by the company exceeds \$25,000,000.

c. Voting Rights. This preferred stock shall not have voting rights, but the company will not -- without the prior consent of the holders of at least a majority of the then outstanding shares of such stock, voting as a separate class --

(i) Issue or create any series or class of securities with rights superior to or equal to those of holders of such stock, or increase the rights or preferences of any series or class having rights or preferences prior to those of holders of Series A Preferred Stock.

(ii) Effect any change or reclassification of any stock affecting

Series A Preferred Stock.

(iii) Re-purchase or redeem (agree to purchase or redeem) any securities of the company other than pursuant to prior existing agreements approved by the board.

(iv) Enter into any transaction with management (or with any member of the board), except for employment contracts approved by the board, and arms-length transactions upon terms which are no less favorable to the company than those which could have been obtained from un-related third parties.

(v) Voluntarily dissolve or liquidate, without the concurrence of a majority of shareholders of all classes.

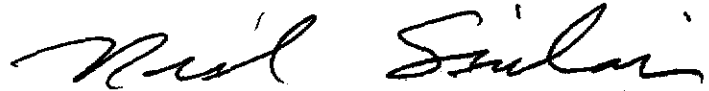
(vi) Amend, alter, or repeal the preferences or rights, of the Series A Preferred Stock, so as to adversely affect the holders of such stock.

d. Liquidation. Upon liquidation, the holders of such stock shall have preference over holders of all other shares of stock, for an amount equal to the greater of (i) the amount paid for such Series A Preferred Stock (plus any declared or approved, but unpaid dividends), and (ii) the amount which such holder would have received if such shares had been converted to common stock immediately prior to such liquidation. For purposes of this section, a merger, consolidation, sale of all or substantially all of the company's assets, or other corporate reorganization, shall constitute a liquidation, unless the holders of at least a majority of the Series A Preferred Stock vote otherwise.

e. Options. Options under the current Employer Stock Option Plan shall be convertible into common stock only, but all other options currently outstanding shall be convertible to Series A Preferred Stock, provided that such conversion occurs prior to March 31, 2010.

and authorized the board of directors to implement such changes, by a resolution, to be adopted no later than December 1, 2009.

Executed at Oakland, California, this November 12, 2009,



NEIL GARCIA SINCLAIR
CEO

Executed at Idaho Falls, Idaho, this November 14, 2009.



RICHARD D. STRUTHERS
Secretary