



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684-5708
 Website: secretaryofstate.biz

378455

Entity #
 C885-1959
 Document Number
 20050617507-13

Date Filed:
 12/15/2005 1:20:53 AM
 In the office of

Dean Heller

Dean Heller
 Secretary of State

Certificate of Amendment
 (PURSUANT TO NRS 78.385 and 78.390)

ACKNOWLEDGEMENT FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation
 For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

F.W. Lewis, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

First, The name of this corporation is Victory Exploration Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: unanimous

4. Effective date of filing (optional):

12/15/05

(must not be more than 90 days after the certificate is filed)

5. Officer Signature (required):

M. B. Lewis

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

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.

Nevada Secretary of State Form 78.390 Annual 2005
 Revised 07/02/2005



0668683

Page: 2 Of 2

BK- 0206
 PG- 8265
 02/27/2006