

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

January 26, 2015

Date of Report

(Date of Earliest Event Reported)

POWERDYNE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

000-53259

(Commission File Number)

20-5572576

(IRS Employer Identification No.)

Jefferson Place

100 Jefferson Boulevard, Suite 200

Warwick, Rhode Island 02888-3849

(Address of Principal Executive Offices)

(401) 739-3300

(Registrant's Telephone Number)

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 26, 2015, Powerdyne International, Inc. filed a Certificate of Amendment to the Certificate of Incorporation which increased the number of authorized shares of sock to two billion twenty million (2,020,000,000) shares, consisting of two billion (2,000,000,000) shares of common stock and twenty million (20,000,000) shares of preferred stock.

Item 9.01 Financial Statements and Exhibits.

3.1. Certificate of Amendment to the Certificate of Incorporation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

POWERDYNE INTERNATIONAL, INC

Date: February 26, 2015

By: /s/Arthur M. Read, II
Arthur M. Read, II
Executive Vice-President and General Counsel

Powerdyne International, Inc.

incorporated since 2006



**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
POWERDYNE INTERNATIONAL, INC.**

Powerdyne International, Inc. (the "Corporation") organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of the Corporation on November 20, 2014, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation numbered "FOURTH" be amended by adding the following:

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is Two Billion, Twenty Million (2,020,000,000) shares consisting of: Two Billion (2,000,000,000) shares of common stock, \$.001 par value per share; and Twenty Million (20,000,000) shares which may be designated as common or preferred stock, \$.001 par value per share.

The preferred stock of the Corporation may be issued by the Board of Directors of the Corporation in one or more classes or one or more series within any Series, and such classes or series shall have such voting powers, full or limited, or no voting powers, and such designations, preferences, limitations or restrictions as the Board of Directors of the Corporation may determine from time to time.

Shares of stock may be issued from time to time as the Board of Directors shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors.

All other aspects of Article 4 shall remain unchanged.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by Arthur M. Read, II, its Executive Vice-President, General Counsel and Director, this 22nd day of January 2015.

Arthur M. Read, II
Executive Vice-President, General Counsel
and Director

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:00 PM 01/26/2015
FILED 12:00 PM 01/26/2015
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