P04000156766

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KINGSTONE MEDIA GROUP, INC.

DOCUMENT NUMBER: P04000156766

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ART AYRIS
Name of Contact Person

KINGSTONE MEDIA GROUP
Firm/ Company

1330 Citizen's Blvd. Suite 701
Address

Leesburg, FL. 34748
City/ State and Zip Code

AAAYRIS@KINGSTONE.CO
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ART AYRIS at (352) 267-4529
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☑ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

KINGSTONE MEDIA GROUP, INC

(**Name of Corporation as currently filed with the Florida Dept. of State**)

P04000156766

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. **If amending name, enter the new name of the corporation:**

NO CHANGE *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. **Enter new principal office address, if applicable:**
(Principal office address MUST BE A STREET ADDRESS)

NO CHANGE

C. **Enter new mailing address, if applicable:**
(Mailing address MAY BE A POST OFFICE BOX)

N/C

D. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/C

(Florida street address)

New Registered Office Address: ____________, Florida ________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/C

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	______	N/C	______
____ Add			______
____ Remove			______
2) ____ Change	______	N/C	______
____ Add			______
____ Remove			______
3) ____ Change	______	______	______
____ Add			______
____ Remove			______
4) ____ Change	______	______	______
____ Add			______
____ Remove			______
5) ____ Change	______	______	______
____ Add			______
____ Remove			______
6) ____ Change	______	______	______
____ Add			______
____ Remove			______

E. **If amending or adding additional Articles, enter change(s) here**:
(Attach *additional sheets, if necessary*). *(Be specific)*

F. **If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**
(*if not applicable, indicate N/A*)

INCREASED SHARES OF COMMON AND PREFERRED.

SEE ATTACHED ARTICLES OF AMENDMENT.

The date of each amendment(s) adoption: 9/29/23, if other than the date this document was signed.

Effective date if applicable: 9/29/23
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

☑ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by PREFERRED SERIES A."
(voting group)

Dated 10-4-23

Signature ______________________
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ART A. AYRES
(Typed or printed name of person signing)

PRESIDENT - CEO
(Title of person signing)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KINGSTONE MEDIA GROUP, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, **KINGSTONE MEDIA GROUP, INC.** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is: **KINGSTONE MEDIA GROUP, INC.**

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation:

> The Articles of Incorporation of the Corporation be and hereby are amended by deleting the first paragraph of Article Four in its entirety and substituting the following in its place:
>
> The corporation is authorized to issue two (2) classes of shares of stock which shall be designated Preferred Stock and Common Stock. The total number of shares of Preferred Stock to be issued is thirty million (30,000,000) shares with a par value of one dollar ($1.00) per share and the total number of shares of Common Stock authorized to be issued is fifty million (50,000,000) shares with a par value of one tenth of a mil ($0.0001) per share.

THIRD: The foregoing Amendment was approved and adopted by the shareholders of Corporation on September 29, 2023. The number of votes cast for the approval and adoption of the Amendment was sufficient for approval.

FOURTH: The effective date of the amendment herein contained shall be the date of filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed these Articles of Amendment this 29th day of September 2023.

KINGSTONE MEDIA GROUP, INC.

By: ______________________
Name: Art. A. Ayris
Title: President and Chief Executive Officer

KINGSTONE MEDIA GROUP, INC.
ARTICLES OF AMENDMENT
TO
CERITIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS
OF
SERIES A CONVERTIBLE PREFERRED STOCK

Pursuant to the provisions of Sections 607.0202, 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, as amended (the "FBCA"), KINGSTONE MEDIA GROUP, INC. (the "Corporation") has adopted the following Articles of Amendment to the Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock filed with the Florida Department of State on January 24, 2012 (the "Certificate of Designation"):

1. The name of the Corporation is: **KINGSTONE MEDIA GROUP, INC.**

2. The following amendment to the Certificate of Designation was adopted by the Corporation on October 4, 2023, by (a) the Board of Directors of the Corporation, (b) the holders of a majority of the Corporation's issued and outstanding shares of Common Stock voting separately as a separate class, (c) the holders of a majority of the Corporation's issued and outstanding shares Series A Convertible Preferred Stock, voting separately as a separate class and (d) the holders of a majority of the Corporation's issued and outstanding shares of Common Stock and Series A Convertible Preferred Stock, voting together as a single class. The number of votes cast for these Articles of Amendment by the holders of the Corporation's shares of Common Stock voting separately as a separate class, the holders its Series A Convertible Preferred Stock, voting separately as a separate class, and holders of its Common Stock and Series A Convertible Preferred Stock, voting together as a single class, are sufficient for approval of these Articles of Amendment.

> The second paragraph of the Certificate of Designation is hereby deleted in its entirety and replaced with the following:
>
> Thirty million (30,000,000) shares of the authorized and un-issued Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" with the following rights, preferences, powers, privileges, restrictions, qualifications and limitations:

IN WITNESS WHEREOF, the undersigned, President and Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 29th day of September, 2023.

KINGSTONE MEDIA GROUP, INC.,
a Florida corporation

By: ______________________
Name: Art A. Ayris
Title: President and Chief Executive Officer