

P13000088457

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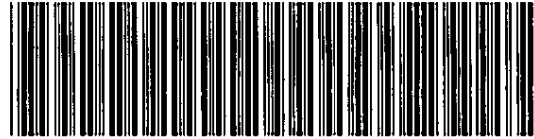
(Business Entity Name)

(Document Number)

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FILED  
OCT 31 PM 2:54  
2014

OCT 31 2014  
C. CARROTHERS

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GRAND CAPITAL VENTURES INC.  
DOCUMENT NUMBER: P130000088457

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

Please return all correspondence concerning this matter to the following:

CORTNEY TALLEY  
Name of Contact Person  
GRAND CAPITAL VENTURES INC  
Firm/ Company  
5405 NW 102<sup>ND</sup> AVE, SUITE G  
Address  
SUNNISE, FL 33351  
City/ State and Zip Code  
cortney5rs@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cortney Talley at ( 954 ) 588-7205  
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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

GRAND CAPITAL VENTURES INC

NOV 01 2011 PM 2:54

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

P13000088457

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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.

Signature of New Registered Agent, if changing

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:

☒ Change      PT      John Doe

☒ Remove      V      Mike Jones

☒ Add      SV      Sally Smith

Type of Action  
(Check One)

Title

Name

Address

1) ☐ Change

S

CORTNEY TALLEY

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

☒ Add

☐ Remove

2) ☐ Change

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

☐ 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)

AMENDMENT TO ARTICLE IV  
- PLEASE SEE ATTACHED

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)

N/A

The date of each amendment(s) adoption: OCTOBER 28, 2013, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

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

☐ 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 \_\_\_\_\_"  
(voting group)

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

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

Dated OCTOBER 9, 2014

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)

CONVEY TALLEY

(Typed or printed name of person signing)

DIRECTOR & SECRETARY

(Title of person signing)

**Article IV of the Corporation's Articles of Incorporation is deleted in its entirety and replaced with the following:**

**PREAMBLE**

**Article IV Authorized Stock**

The Corporation is authorized to issue two classes of stock.

**Common Shares**

One class of stock shall be common stock, par value \$0.00001, of which the Corporation shall have the authority to issue Six Billion (6,000,000,000) shares.

**Preferred Shares**

The second class of stock shall be preferred stock, of varying par values, of which the Corporation shall have the authority to issue 165,000,000 shares.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation. This amendment was resolved by the Board of Directors of the Corporation and became effective as a ruling document on October 28, 2013. However through an administrative oversight, this amendment has not been filed with the state until October 3, 2014.

**A. Rights and Privileges for Common Shares of Grand Capital Ventures Inc.**

(1) Designation and Rank. The "Common Stock" consists of 3,000,000,000 shares, par valued at \$.00001 per share.

(2) Issuance. Shares of Common Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Common Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Common Stock.

(3) Intentionally left blank.

**(4) Liquidation Preference.**

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Common shall be entitled to receive, after the holders of all classes of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to any other debt holders or creditors, an amount equal to the 10 day prior closing bid price per share with respect to each share of Common, with respect to the Liquidation date as set forth by the Company or court order.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Common shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Common ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Common as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section, and unless a majority of the holders of the Common affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Common Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Common Stock is issued and outstanding each issued share of Common will have one (1) vote.

(6) Reissuance. No share or shares of Common acquired by the Corporation by reason of conversion or otherwise shall be reissued as Common, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Common Stock of the Corporation.

**B. Rights and Privileges for Series A Convertible Preferred Shares of Grand Capital Ventures Inc.**

(1) Designation and Rank. The series "Series A Convertible Preferred Stock" consists of 5,000,000 shares, par valued at \$.00001 per share. The Series A Convertible Preferred shall be senior to the common stock.



(2) Issuance. Shares of Series A Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series A Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series A Convertible Preferred Stock; subject to Paragraph Six (6) below.

(3) Conversion into Common Stock.

(a) Right to Convert.

Each share of Series A Convertible Preferred Stock that is issued and outstanding can be converted into one (1) share of common stock of the corporation pursuant to the restrictions of law.

(b) Intentionally left blank.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series A Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series A Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series A Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series A Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series A Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series A Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

(4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series A Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series A Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series A Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series A Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series A Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series A Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows:

a) Right to Vote; Voting Ratio. Each Share of Series A Convertible Preferred Stock shall entitle the holder thereof to participate in shareholder meetings; to cast ten thousand (10,000) votes per share with respect to any matter whatsoever, specifically including but limited to any matter that any other class of stock is entitled to vote on.

(6) Reissuance. No share or shares of Series A Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series A Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series A Preferred Stock of the Corporation. Moreover, no further issuances of any number of Series A Convertible Preferred Stock shall be allowed without the written consent of the majority of the then issued and outstanding Series A Convertible Preferred Stock.

**C. Rights and Privileges for Series B Convertible Preferred Shares of Grand Capital Ventures Inc.**

(1) Designation and Rank. The series "Series B Convertible Preferred Stock" consists of 90,000,000 shares, par valued at \$.00001 per share with a price of \$2.50 per share. The Series B Convertible Preferred shall be senior to the common stock.

(2) Issuance. Shares of Series B Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series B Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series B Convertible Preferred Stock.

(3) Conversion into Common Stock.

(a) Right to Convert/Conversion Ratio. If at least one (1) share of Series B Convertible Preferred Stock is issued and outstanding, then each issued shares of Series B Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur at a ratio of two hundred and fifty thousand (250,000) shares of common stock being issued for every one (1) share of Series B Convertible Preferred Stock. Hence, each individual share of Series B Convertible Preferred Stock shall be convertible into two hundred and fifty thousand (250,000) of shares of Common Stock.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series B Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series B Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series B Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series B Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series B

Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series B Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

#### (4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series B Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series B Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series B Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series B Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series B Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series B Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series B Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Series B Convertible Preferred Stock is issued and outstanding each issued share of Series B Convertible Preferred will have ten (10) votes.

(6) Reissuance. No share or shares of Series B Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series B Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series B Convertible Preferred Stock of the Corporation.

**D. Rights and Privileges for Series C Convertible Preferred Shares of Grand Capital Ventures Inc.**

(1) Designation and Rank. The series "Series C Convertible Preferred Stock" consists of 20,000,000 shares, par valued at \$.00001 per share with a price of \$1.00 per share. The Series C Convertible Preferred shall be senior to the common stock.

(2) Issuance. Shares of Series C Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series C Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series C Convertible Preferred Stock.

(3) Conversion into Common Stock.

(a) Right to Convert/Conversion Ratio. If at least one (1) share of Series C Convertible Preferred Stock is issued and outstanding, then each issued shares of Series C Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur at a ratio of one hundred thousand (100,000) shares of common stock being issued for every one (1) share of Series C Convertible Preferred Stock. Hence, each individual share of Series B Convertible Preferred Stock shall be convertible into one hundred thousand (100,000) of shares of Common Stock.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series C Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series C Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series C Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series C Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series C Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series C Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series C Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

#### (4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series C Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series C Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series C Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series C Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series C Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series C Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series C Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Series C Convertible Preferred Stock is issued and outstanding each issued share of Series C Convertible Preferred will have one (1) vote.

(6) Reissuance. No share or shares of Series C Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series C Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series C Convertible Preferred Stock of the Corporation.

**E. Rights and Privileges for Series D Convertible Preferred Shares of Grand Capital Ventures Inc.**

(1) Designation and Rank. The series "Series D Convertible Preferred Stock" consists of 50,000,000 shares, par valued at \$.00005 per share with a price of \$.50 per share. The Series D Convertible Preferred shall be senior to the common stock.

(2) Issuance. Shares of Series D Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series D Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series D Convertible Preferred Stock.

(3) Conversion into Common Stock.

(a) Right to Convert. If at least one (1) share of Series D Convertible Preferred Stock is issued and outstanding, then each issued shares of Series D Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur with the number of shares of Common Stock being issued equal to the Price per Share of Series D Convertible Preferred stock divided by the Par Value of the Series D Convertible Preferred stock.

(a) Right to Convert/Conversion Ratio. If at least one (1) share of Series D Convertible Preferred Stock is issued and outstanding, then each issued shares of Series D Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur at a ratio of ten thousand (10,000) shares of common stock being issued for every one (1) share of Series D Convertible Preferred Stock. Hence, each individual share of Series B Convertible Preferred Stock shall be convertible into ten thousand (10,000) of shares of Common Stock.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series D Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series D Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series D Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series D Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series D Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series D Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series D Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

#### (4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:



(1) The holders of the Series D Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series D Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series D Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series D Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series D Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series D Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series D Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Series D Convertible Preferred Stock is issued and outstanding each issued share of Series D Convertible Preferred will have one (1) vote.

(6) Reissuance. No share or shares of Series D Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series D Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series D Convertible Preferred Stock of the Corporation.

**F. Price of Shares.**

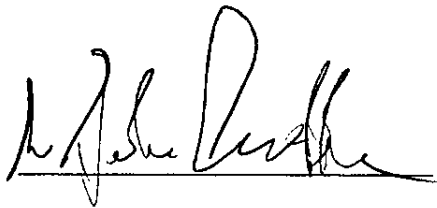
The price of each share of any series of Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a

resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

- G. **LOCK-UP RESTRICTIONS ON CONVERSION.** Shares of any Series of Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

**Grand Capital Ventures Inc.**

By:

A handwritten signature in black ink, appearing to read 'John Correnti', written over a horizontal line.

John Correnti, President and CEO