

P14000023692

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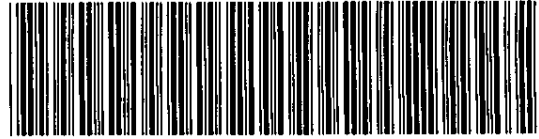
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AUG 31 2015
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 25, 2015

FLORIDA FILING & SEARCH SERVICES, INC.
ATTN: ABBIE HODGE

SUBJECT: TRUPAL MEDIA, INC.
Ref. Number: P14000023692

We have received your document for TRUPAL MEDIA, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 915A00017933

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 8/24/15

NAME: TRUPAL MEDIA, INC.

TYPE OF FILING: AMENDMENT

COST: 43.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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ARTICLES OF AMENDMENT OF
TRUPAL MEDIA, INC.

Pursuant to the provisions of § 607.1006 Florida Statutes (2007), this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article IV shall hereby be amended and read as follows:

We are authorized to issue up to 1,000,000,000 shares of common stock, with a par value of \$0.001 per share and 5,000,000 Preferred shares, with a par value of \$0.001 per share, also granted to or imposed upon the respective classes of shares or the holders thereof is as follows:

A. Common Shares. The terms of the 1,000,000,000 Common Shares of the corporation shall be as follows:

(1) Dividends. Whenever cash dividends upon the Preferred Shares of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declared and set apart for payment, such dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.

(2) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.

(3) Voting rights. Each holder of a Common Share shall have one vote in respect of each share of such stock held by him. There shall not be cumulative voting.

B. Preferred Shares. Prior to the issuance of any of the Preferred Shares, the Board of Directors shall determine the number of Preferred Shares to then be issued from the Five Million (5,000,000) shares authorized, and such shares shall constitute a series of the Preferred Shares. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of a series shall have preferences, limitations, and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the shares of such series shall have preferences, limitations, and relative rights identical with all other series of the Preferred Shares. Preferred Shares may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and preferences of the Common Shares and any other series of the Preferred Shares. Also, any series of the Preferred Shares may have voting rights.

C. Series A Preferred Shares. The rights, preferences, restrictions, and other matters relating to the Series A Preferred Stock are as follows:

1. Designation, Amount and Par Value. The Series of preferred stock shall be designated as the Company's Series A Preferred Stock, and the number of shares so designated shall be up to One Million (1,000,000), which shall not be subject to increase without the consent of the Holder(s) of the Series A Preferred Stock (the "Holder(s)"). Each share of Series A Preferred Stock shall have a par value of One-Tenth of One Cent (\$0.001) per share.
2. Conversion Rights. The total amount of 1,000,000 shares of Series A Preferred Stock shall be convertible to Common Stock at a rate of Five Hundred (500) shares of Common Stock per each share of Series A Preferred Stock. The holder of the Series A Preferred Stock may convert at any time at their own discretion.



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3. Dividends. No dividends shall be payable with respect to the Series A Preferred Stock.
4. Voting Rights.
 - a. Except as otherwise provided by applicable law and in addition to any voting rights provided by law, the holders of outstanding shares of the Series A Preferred Stock:
 - i. shall be entitled to vote together with the holders of the Common Stock as a single class on all matters submitted for a vote of holders of Common Stock;
 - ii. shall have such other voting rights as are specified in the Articles of Incorporation or as otherwise provided by Florida law; and
 - iii. shall be entitled to receive notice of any stockholders' meeting in accordance with the Articles of Incorporation and By-laws of the Company.
 - b. For purposes of the voting rights set forth in this Section C(3)(b), each share of Series A Preferred Stock shall have a voting right equivalent to (500) votes of Common Stock.
5. Restrictions. The rights of Series A Preferred Stock are not transferable except when foreclosed upon as collateral for a loan to the Company. Any sale of Series A Preferred Stock will result in the automatic conversion of such Preferred Stock to Common Stock at a conversion rate of One (1) share of Series A Preferred Stock equaling Five Hundred (500) shares of Common Stock.
6. Liquidation, Dissolution or Winding Up.
 - a. In the event of any liquidation or winding up of the Company, the Holder of the Series A Preferred Stock shall be issued Five Hundred (500) shares of Common Stock for every share of Series A Preferred Stock.
 - b. A merger, acquisition, sale of voting control or sale of substantially all of the assets of the Company in which the shareholders of the Company do not own a majority of the outstanding shares of the surviving corporation shall be deemed to be a liquidation.

SECOND: The date of the adoption of this Article of Amendment shall be November 11th, 2014.

THIRD: The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed and executed this 5th day of May, 2015.

Signature:



Panayis Palexas, President

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
TRUPAL MEDIA, INC.**

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The undersigned, being all of the directors of Trupal Media, Inc., a Florida corporation (the "Corporation"), acting by written consent without a meeting pursuant to Section 607.0821 of the Florida Business Corporation Act, do hereby consent to the adoption of the following resolutions and direct that this consent be filed with the minutes of the proceedings of the board of directors of the Corporation:

WHEREAS, Panayis Palexas has provided certain services to this Corporation under the terms of a Service Software Provider Agreement dated April 1, 2014: and,

WHEREAS, Mr. Palexas has offered to accept shares of the capital stock of the Corporation in full settlement of his claim for payment for the services provided in the first year of services,; and it is necessary for this board of directors to accept or reject the offer.

WHEREAS, the Corporation purchased the flagship social gaming app "Cleo's Casino" from Panayis Palexas, at the cost of \$1,787,298.28, which is the historical cost of the development of the application undertaken by Mr. Palexas, and the Corporation wishes to settle this debt by the issuance of shares of the Corporation's Series A Preferred Stock;

NOW THEREFORE LET IT BE:

RESOLVED, that on April 1, 2014, the Corporation entered into a Service Software Provider Agreement (the "Agreement") with Panayis Palexas ("Provider"). Under the Agreement, the Provider is a social media services provides as well as software development, online services integrator and complete marketing services provider. The Provider will be paid by the Corporation for its services with a minimum of \$10,000 monthly or 10% of monthly revenue earned by the app the Provider is servicing. Under the terms of this Agreement during the first year from the date of execution Mr. Palexas has provided services valued at \$120,000;

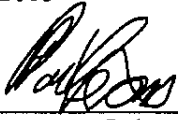
RESOLVED, the board of directors of the Corporation hereby approves the issuance of 2,400,000 shares of the Common Stock of the Corporation, par value of \$0.001 each, to Mr. Palexas in full and final settlement of services provided valued at \$120,000 or \$0.05 per share. Further resolved that the board of directors of the Corporation hereby approves the issuance of a total of 1,000,000 shares of the Series A Preferred Stock of the Corporation, par value \$0.001, in full settlement of the purchase price of the social gaming app "Cleo's Casino";.

RESOLVED, that the President, Panayis Palexas, (the "Authorized Officer" of the Corporation) is authorized and empowered to do and perform or cause to be done and performed all such acts, deeds and things, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name of the Corporation and to retain such counsel, agents and advisors and to incur and pay such expenses, fees and taxes as shall, in the opinion of the officers of the Corporation executing the same, be deemed necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions; and that any and all such actions heretofore or hereafter taken by the Authorized Officer relating to and within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the act and deed of the Corporation; and

RESOLVED, that an executed copy of this Unanimous Written Consent shall be filed with the minutes of the proceedings of the board of directors.

This Unanimous Written Consent may be signed in two or more counterparts, each of which shall be deemed an original, and all of which shall be deemed one instrument.

IN WITNESS WHEREOF, the undersigned director has duly executed this Unanimous Written Consent as of May 6, 2015



Panayis Palexas,
Director