F13942

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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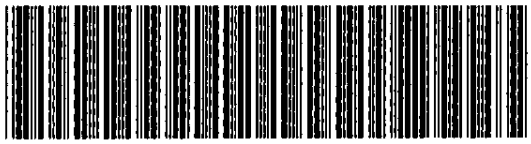
(Business Entity Name)

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Amend

TBrown 1-9-12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Action Products International, Inc.

DOCUMENT NUMBER: F13942

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

Please return all correspondence concerning this matter to the following:

Gary Polistena
Name of Contact Person

Action Products International, Inc.
Firm/ Company

354 7th Ave
Address

Brooklyn, NY 11215
City/ State and Zip Code

garypolistena.apii@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary Polistena at (646) 772-0862
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 enclosed)
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is (Additional Copy
- ☐ $52.50 Filing Fee Certificate of Status Certified 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
2012 JAN -3 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Action Products International, Inc.

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

F 13942

(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:

_____

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)

3001 West Hallandale Beach Blvd
Suite 313
Pembroke Park, FL 33009

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

_____
_____
_____

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 _____

_____
(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.

_____
Signature of New Registered Agent, if changing

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

Article FOURTH is hereby amended, pursuant to Section 607.1006 of the Florida Business Corporation Act, as follows:

[See Exhibit A, 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)

The date of each amendment(s) adoption: 12/28/11

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)

X 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 12/29/11

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)

Gary Polistena

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

EXHIBIT A

FOURTH: The total number of shares which the Corporation shall the authority to issue shall be Two Hundred Million (200,000,000) shares, which shall be divided into two classes as follows: (a) One Hundred Fifty Million (150,000,000) shares of common stock with a par value of one mil ($0.0001) per share; and (b) Fifty Million (50,000,000) shares of preferred stock with a par value of one mil ($0.0001) per share, in such series and variations in the relative rights and preferences, if any, between such series as the Board of Directors shall determine.

A. COMMON STOCK. Subject to the preferential dividend rights applicable to any series of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the preferred stock, the holders of the shares of common stock shall be entitled to receive all of the remaining assets of the corporation available for distribution to its shareholders, ratably in proportion to the number shares of the common stock held by them. Each holder of record of the common stock shall have one vote for each share of common stock standing in such holder's name on the books of the corporation and entitled to vote.

B. PREFERRED STOCK. The Board of Directors may issue preferred stock, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the corporation to provide, from time to time, for the issuance of preferred stock in one or more series and in connection therewith to determine without shareholder approval the number of shares to be included and such of the designations, powers, preferences and relative rights, and the qualifications, limitations and restrictions of any such series including, without limiting the generality of the foregoing, any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

(1) The extent of the voting powers, full or limited, if any, of the shares of such series, provided that the holder of shares of such series (i) will not be entitled to more than one vote per share and (ii) will not be entitled to vote on any matter separately as a class, except (a) to the extent provided by Florida law and (b) to the extent specified in the Preferred Stock Designation with respect to such series;

(2) The designation and name of such series and the number of shares that shall constitute such series;

(3) The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue and the dividend payments dates for such dividends;

(4)Whether dividends on shares of such series are to be cumulative or noncumulative, and the participating or other special rights, if any with respect to the payment of dividends;

(5) Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;
(6) Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series and, if so, the terms and amount of such sinking fund or other retirement provisions and the extent to which the charges therefor are to have priority over the payment of dividends on the common stock;

(7) The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation or winding up of the affairs of the corporation and extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation or winding up of the affairs of the corporation on shares of any other series or of common stock;

(8) The terms and conditions, if any, on which shares of such series may be converted into or exchanged for, shares of any other series or of common stock;

(9) The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and amount of consideration that shall be credited to the capital account; and

(10) Any other preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between or among the various series of preferred stock.

All shares of preferred stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable and, if cumulative, shall cumulate.

Shares of any series of preferred stock that shall be issued and thereafter acquired by the corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of preferred stock and may be reissued as part of such series or as part of any other series of preferred stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of any series of preferred stock may be increased or decreased (but not below the number of shares then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of preferred stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized and unissued shares of preferred stock, undesignated as to series.

WRITTEN CONSENT
OF
THE SOLE DIRECTOR
OF
ACTION PRODUCTS INTERNATIONAL, INC.

December 28, 2011

THE UNDERSIGNED, being the sole director of ACTION PRODUCTS INTERNATIONAL, INC., a Florida corporation (the "**Company**"), does hereby consent, pursuant to Section 607.0821(1) of the Florida Statutes, to the following resolutions in lieu of a meeting of the Board of Directors.

WHEREAS, the Board of directors has determined it to be in the best interests of the Company and its shareholders that the Company's Articles of Incorporation be amended to increase the number of shares of capital stock that the Company is authorized to issue.

NOW, THEREFORE, BE IT:

RESOLVED, that the Articles of Incorporation of the Company be amended to increase the number of shares that the Company is authorized to issue from 35 million to 200 million, to consist of 150 million shares of common stock and 50 million shares of preferred stock, as set forth in Exhibit A hereto;

RESOLVED, that the Articles of Amendment to Articles of Incorporation of the Company, in substantially the form annexed hereto as Exhibit A (the "**Amendment**"), be, and they hereby are, approved and adopted;

RESOLVED, that the Amendment be presented to the shareholders of the Company for their consideration and approval;

RESOLVED, that the Board of Directors recommend to the shareholders of the Company approval of the Amendment; and

FURTHER RESOLVED, that the proper officers of the Company be, and they and each of them hereby are, authorized and empowered, in the name of the Company and on its behalf, to execute, deliver and file all such further agreements, documents and instruments, and to take all such further action and things, as such officers, in their sole discretion, shall determine to be necessary, desirable or appropriate to carry out the intent and purpose of the foregoing resolutions, any such determination to be conclusively evidenced by the execution, delivery and filing by such officers of any such agreements, documents or instruments, or the taking by such officers of any such further actions or things.

IN WTINESS WHEREOF, this Written Consent has been executed by the undersigned Sole Director of the Company effective as of the date written below.

Gary Polistena, Sole Director

Date: 12/28/11