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PA 7000092145

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COVENANT ALLIANCE GROUP, INC.**

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4/26/13

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAArticles of Amendment
to
Articles of Incorporation
of

Covenant Alliance Group, Inc.

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

P97000092145

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

(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

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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; VP = 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 P. 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, P as Remove, and Sally Smith, SV as an Add.

Examples:

X Change PT John Doe

X Remove Y Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
2) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
3) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
4) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
5) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
6) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			

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

Article 4 is hereby amended as follows:

**The Company hereby authorizes to issue the following
Classes of Preferred Stock:**

10,000,000 Preferred Series L Shares, par value \$0.00001

20,000,000 Preferred Series M Shares, par value \$0.00001

5,000,000 Preferred Series N Shares, par value \$0.00001

5,000,000 Preferred Series O Shares, par value \$0.00001

5,000,000 Preferred Series P Shares, par value \$0.00001

5,000,000 Preferred Series Q Shares, par value \$0.00001

10,000,000 Preferred Series R Shares, par value \$0.00001

5,000,000 Preferred Series S Shares, par value \$0.00001

5,000,000 Preferred Series T Shares, par value \$0.00001

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

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Continue:

E. If amending or adding additional Articles, enter change (s) here:

5,000,000 Preferred Series U Shares, par value \$0.00001

5,000,000 Preferred Series V Shares, par value \$0.00001

10,000,000 Preferred Series W Shares, par value \$0.00001

20,000,000 Preferred Series X Shares, par value \$0.00001

5,000,000 Preferred Series Y Shares, par value \$0.00001

5,000,000 Preferred Series Z Shares, par value \$0.00001

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The date of each amendment(s) adoption: April 25, 2013

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s):

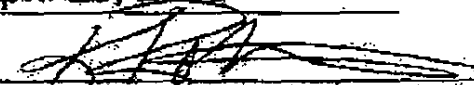
(CHECK ONE)

☐ 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 April 25, 2013Signature: 

(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)

Kathleen Robertson

(Typed or printed name of person signing)

President/Director

(Title of person signing)

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