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#13000152188

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

OF

GTL SYSTEMS, INC.

JULY 5, 2013

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporations Act, GTL SYSTEMS, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is GTL SYSTEMS, INC.
2. Text of Amendment. The following amendment (the "Amendment") to the Articles of Incorporation was recommended by the unanimous written consent of the directors of the Corporation, and approved and adopted by the written consent of a majority of the shareholders of the Corporation, all in compliance with the Articles of Incorporation and Bylaws of the Corporation and the provisions of Section 607.1003 of the Florida Business Corporation Act, which Amendment deletes the existing Section 8.1 of ARTICLE 8 in its entirety and substituting therefore the following Section 8.1:

8.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is Six Billion (6,000,000,000), all of which are common stock and the par value of each share of such common stock is one-hundredth of one cent (\$.0001) for an aggregate par value of Six Hundred Thousand dollars (\$600,000.00).

3. Date of Adoption. The Amendment was adopted by the unanimous written consent, dated as of June 26, 2013 of all of the directors of the Corporation followed effective July 2, 2013 by the consent of a majority of all outstanding shares entitled to vote thereon. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned director, hereby executes these Articles of Incorporation this 5th day of July 2013.

GTL SYSTEMS, INC.,  
a Florida Corporation.



By: \_\_\_\_\_  
Richard L. Morgenstern  
Chief Executive Officer and Director

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