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Amend
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EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gainclients, Inc.

Signature

Requested by: SETH

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AMENDMENT TO
ARTICLES OF INCORPORATION OF
GAINCLIENTS, INC.

THE UNDERSIGNED, being the president of GainClients, Inc. does hereby amend the Articles of Incorporation of GainClients, Inc., as follows:

DESIGNATION OF SERIES A CONVERTIBLE PREFERRED SHARES

1. <u>Creation of Series A Convertible Preferred Stock</u>. There is hereby created a series of preferred stock consisting of 1,600,000 shares and designated as the Series A Convertible Preferred Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. <u>Dividends</u>. Dividends shall be paid on the Series A Convertible Preferred in the discretion of the Board of Directors.

3. <u>Conversion Ratio</u>. Upon request of the holder, each share of share of Series A Convertible Preferred shall be convertible into 100 shares of Common Stock.

4. <u>Voting Provisions</u>. Each share of Series A Convertible Preferred Stock shall be entitled to 200 votes on all shareholder matters.

COMBINATION OF SHARES

Upon the effectiveness of any "combination", as such term is defined in §607.10025(1) of the Florida Business Corporation Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on June 8, 2010 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on June 8, 2010.

Raymond Desmond, President

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