

Amey S. 12/19/10

CAPITAL CONNECTION, INC.

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

Schwartz Media Strategies Inc

Signature _____

Requested by: SETH

12/17/12

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

**AMENDED ARTICLES OF INCORPORATION
OF
SCHWARTZ MEDIA STRATEGIES, INC.**

FILED
12 DEC 19 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the President of Schwartz Media Strategies, Inc., a Florida corporation does hereby amend its Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Schwartz Media Strategies, Inc.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue perpetual.

**ARTICLE IV
SHARES**

4.1. The capital stock of this corporation shall consist of 100,000 shares of common stock, no par value and 20,000,000 shares of preferred stock, no par value.

**ARTICLE IV
SHARES**

4.1. The capital stock of this corporation shall consist of 100,000 shares of common stock, no par value and 2,000 shares of Series A preferred stock, no par value.

4.2. Designation of Series A Preferred Stock. The Series A Preferred Stock is hereby designated as follows:

- A. Dividends. Dividends shall be paid on the Series A Preferred shares in the discretion of the Board of Directors.

- B. Voting Provisions. Each share of Series A Preferred Stock shall be entitled to 100 votes on all shareholder matters.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1101 Brickell Avenue, Suite 1402-N, Miami, FL 33131. The Board of Directors may at any time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The Board of Directors shall be elected by the Stockholders of the corporation at such a manner as provided in the By-Laws. The name and addresses of the current Board of Directors and officers are as follows:

Tadd A. Schwartz President, Secretary and Director

**ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS**

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

**ARTICLE VIII
AMENDMENT OF -BY-LAWS**

Anything in these Articles of Incorporation, the By-Laws, or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

**ARTICLE IX
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE X
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now hereafter a direct or indirect interest in such contract.

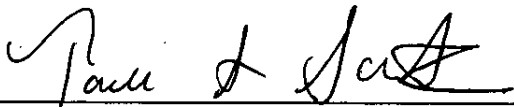
**ARTICLE XI
RESIDENT AGENT**

The name and address of the registered agent of this corporation is:

Marc A. Kuperman, Esquire
7695 S.W. 104th Street
Suite 210
Miami, FL 33156

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on December 12, 2012 and that the number of votes cast was sufficient for approval.

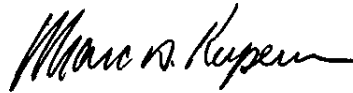
IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on December 12, 2012.

A handwritten signature in cursive script, appearing to read "Tadd A. Schwartz", written over a horizontal line.

Tadd A. Schwartz, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Schwartz Media Strategies, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

A handwritten signature in black ink, appearing to read "Marc A. Kuperman", written over a horizontal line.

Marc A. Kuperman, Esquire