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KINGSTONE MEDIA GROUP, INC.**

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KINGSTONE MEDIA GROUP, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, **KINGSTONE MEDIA GROUP, INC.** (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is: **KINGSTONE MEDIA GROUP, INC.**

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation:

The Articles of Incorporation of the Corporation be and hereby are amended by deleting the first paragraph of Article Four in its entirety and substituting the following in its place:

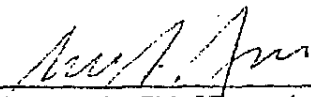
The corporation is authorized to issue two (2) classes of shares of stock which shall be designated Preferred Stock and Common Stock. The total number of shares of Preferred Stock to be issue is twenty million (20,000,000) shares with a par value of one dollar (\$1.00) per share and the total number of shares of Common Stock authorized to be issued is twenty million (20,000,000) shares with a par value of one tenth of a mil (\$0.0001) per share.

THIRD: The foregoing Amendment was approved and adopted by the shareholders of the Corporation on January 16, 2012. The number of votes cast for the approval and adoption of the Amendment was sufficient for approval.

FOURTH: The effective date of the amendment herein contained shall be the date of filing of these Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 16th day of January, 2012.

KINGSTONE MEDIA GROUP, INC.

By: 
Art A. Ayris, Chief Executive Officer

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