

Division of Corporations

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PD6000083332

Florida Department of State
Division of Corporations
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7 STAR ENTERTAINMENT, INC.**

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
7 STAR ENTERTAINMENT, INC.**

1. The name of the Corporation is 7 Star Entertainment, Inc.
2. The Corporation's Articles of Incorporation were originally filed on June 19th, 2006 and assigned document number P06000083332.
3. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State is, Roth Reddy, LLC., 2020 N. Bayshore Dr. 3308, Miami, FL 33137.
4. The effective time of these Articles of Amendment to the Articles of Incorporation is January 9th, 2014, at 5:00p.m. (the "Effective Time").
5. Article I of the Articles of Incorporation is hereby amended to read as follows:

Name

The name of the Corporation is **SpectralCast, Inc.**

6. Article V of the Articles of Incorporation is hereby amended to read as follow:

Capital Stock

The Corporation is authorized to issue the following shares:

Class	Number of Shares	Par Value
Common	75,000,000	\$.001
Preferred	10,000,000	\$.001

The designations and the powers, preferences and rights, and the qualifications or restrictions thereof are as follows:

The preferred shares shall be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issuance of such shares as adopted by the Board of Directors; the Board of Directors is expressly authorized to fix the annual rate or rates of dividends for the particular series, the dividend payment dates for the particular series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend payment date shall be cumulative, the redemption price or prices for the particular series, the voting powers for the particular series, the rights, if any, of the holders of the shares of the particular series to convert the same into shares of any other series or class or other securities of the corporation, with any provisions for the subsequent adjustment of such conversion rights, the rights, if any, of the particular series to participate in distributions or payments upon liquidation, dissolution or the winding up of the corporation, and to classify or reclassify any unissued preferred shares by fixing or altering from time to time any of the foregoing rights, privileges and qualifications.

All the preferred shares of any one series shall be identical with each other in all respects, except that shares of one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative, and all preferred shares shall be equal rank, regardless of series, and shall be identical in all respects except as to the particulars fixed by the Board of Directors as hereinabove provided or as fixed herein.

Each share of Common Stock issued and outstanding immediately prior to the Effective Time (the "Old Common Stock"), will be automatically reclassified as, and converted into, one-one fiftieth (0.00666667) of a share of common stock, \$0.001 par value per share, of the Corporation (the "New Common Stock"). Any stock certificate that

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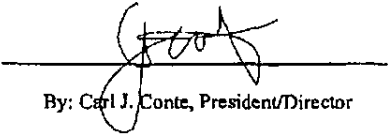
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immediately prior to the Effective Time represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of the New Common Stock as equals the product obtained by multiplying the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Time by one-one fiftieth (0.00666667) (the "Reverse Stock Split"). The Corporation shall not issue fractional shares in connection with the Reverse Stock Split; rather, each holder of a fractional share shall be entitled to receive one full share.

7. The foregoing amendments were unanimously adopted by the Board of Directors of the Corporation by executing a written corporate resolution dated December 21st, 2013, manifesting their intention that these amendments to the Articles of Incorporation be adopted.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 21st day of December, 2013.

7 STAR ENTERTAINMENT INC.


By: Carl J. Conte, President/Director

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