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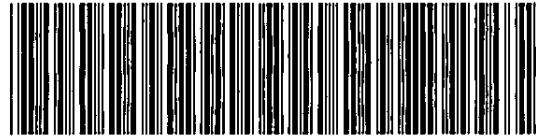
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DATE: 06-18-13

NAME: BLACK SHOPPING CHANNEL, INC.

TYPE OF FILING: ARTICLES OF AMENDMENT

1

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AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
BLACK SHOPPING CHANNEL, INC.,
A FLORIDA CORPORATION**

**Pursuant to Section 607.1006 of the
Florida Business Corporation Act**

The undersigned Chief Executive Officer and President of Black Shopping Channel, Inc. (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Black Shopping Channel, Inc..

SECOND: The Articles of Incorporation of the Corporation is hereby amended by deleting the sole sentence in Article III in its entirety and by substituting the following in lieu thereof:

3.1 The Corporation is authorized to issue two classes of capital stock, which shall be designated respectively "Common Stock" and "Preferred Stock." The total number of shares which the Corporation shall have the authority to issue is 500,000,000 shares, par value \$0.0000001 per share. The number of shares of Common Stock authorized is 300,000,000 shares. The number of shares of Preferred Stock authorized is 200,000,000 shares.

3.2 The Preferred Stock may be issued from time to time in one or more series. The Corporation's Board of Directors (the "Board of Directors") is authorized, within the limitations and restrictions stated in these Articles of Incorporation, to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock or any series thereof with respect to any wholly-unissued series of Preferred Stock, and to fix the number of shares constituting any such series and the designation thereof (each, a "Preferred Stock Designation"). Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or series thereof in a Preferred Stock Designation or the Corporation's Articles of Incorporation or otherwise ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinate to, pari passu with (including, without limitation, inclusion in provisions with respect to acquisition preferences, dividend rights, rights and preferences upon dissolution and liquidation, conversion features, redemption and/or approval of matters by vote or written consent and any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof), or senior to, any of those of any present or future class or series of Preferred Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. No shares of Preferred Stock acquired by the Corporation by reason of

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redemption, purchase, conversion or otherwise shall be reissued but may be returned to authorized Preferred Stock if redeemed or purchased by the Corporation.

3.2.1 The first series of Preferred Stock is hereby designated Series Z Preferred Stock (the "Series Z Preferred").

(a) Authorized Shares. The number of authorized shares constituting the Series Z Preferred shall be 150,000,000 shares of such series. Series Z Preferred shall have par value \$0.0000001 per share.

(b) Voting Rights. The holders of Series Z Preferred will have voting rights as follows:

(i) Voting Together With Common Stock. On all matters submitted to a vote of the holders of the Common Stock, a holder of Series Z Preferred shall be entitled to the number of votes on such matters equal to the number of shares of the Series Z Preferred held by such holder multiplied by ten, on the record date for the determination of shareholders entitled to vote on such matter. If no such record date is established, the date to be used for determination of the shareholders entitled to vote on such matters shall be the date on which notice of the meeting of the shareholder at which the vote is to be taken is marked, or the date any written consent of shareholders is solicited if the vote is not to be taken at a meeting. The holders of Series Z Preferred shall not vote as a separate class, but shall vote with the holders of the Common Stock. Each holder of shares of Series Z Preferred will be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

(ii) Special Voting Rights of the Series Z Preferred. The Corporation will not take any of the following actions without first obtaining the approval (by vote or written consent in the manner provided by law) of the holders of at least a majority of the total number of shares of Series Z Preferred then outstanding, voting separately as a class:

(A) alter or change the rights, preferences or privileges of the Series Z Preferred, or increase the authorized number of shares of the Series Z Preferred;

(B) create or issue any securities that are senior in preference to the Series Z Preferred;

(C) enter into any agreement, commitment, understanding or other arrangement to take any of the foregoing actions; or

(D) cause or authorize any Subsidiary to engage in any of the foregoing actions.

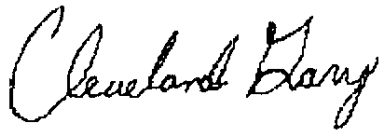
(c) No Other Rights. The holders of Series Z Preferred shall not be entitled to any dividend, liquidation or conversion rights.

(d) No Reissuance of Series Z Preferred. Any shares of Series Z Preferred acquired by the Corporation by reason of purchase or otherwise shall be cancelled, retired, and eliminated from the shares of Series Z Preferred that the Corporation shall be authorized to issue. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock and may be reissued as part of a new series of preferred stock subject to the conditions and restriction on issuance set forth in an Amendment to the Articles of Incorporation or in any certificate of designation creating a series of preferred stock or any similar stock or as otherwise required by law.

(e) Severability. If any right, preference or limitation of the Series Z Preferred set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

THIRD: The foregoing Amendment to the Articles of Incorporation was duly approved by the Corporation's Board of Directors on June 7, 2013 in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act and immediately thereafter was duly adopted by the Corporation's shareholders by the written consent of shareholders holding a sufficient number of votes for the approval of the amendment in accordance with the provisions of Sections 607.1003 and 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have executed this Certificate of Amendment on June 14, 2013.



Cleveland Gary
Chief Executive Officer and President