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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Harvey's Collectibles, Inc.

DOCUMENT NUMBER: P07000047580

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul Galant

(Name of Contact Person)

(Firm/ Company)

470 NE 25th Terrace

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

For further information concerning this matter, please call:

Paul Galant

(Name of Contact Person)

at (561) 289-5175

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
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is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
To the
Articles of Incorporation
Of
Harvey's Collectibles, Inc.

FILED

07 JUL 16 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes §607.1006 this corporation adopts the following Amendment to its Articles of Incorporation for the purpose of designating the rights, privileges, duties, terms and obligations of 200,000 shares of its no par value Preferred Stock.

Accordingly, the Articles are hereby amended by the addition to Article 4 of the following section:

§4.2-3 Two Hundred Thousand (200,000) shares of the corporation's authorized but unissued non-designated, no par value, preferred stock - which shares, may be issued on such terms and conditions as designated by the Board of Directors at or prior to their issuance without further action of the Shareholders, as provided for by our Articles of Incorporation, are hereby designated as and by the following terms and conditions:

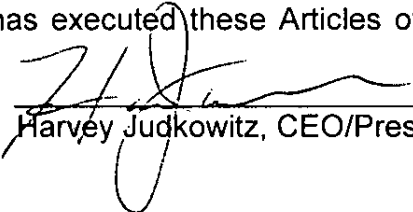
200,000 Shares of Series A, Redeemable Preferred Stock, \$5.00 Stated value

- (a) With the prior consent of the Board of Directors each share of Series A Redeemable Preferred Stock may be redeemed by the corporation, at any time after issuance, by the cash payment to the holder thereof of the sum of Five (\$5) dollars per share being redeemed, together with any and all accrued and remaining unpaid dividends previously declared thereon.
- (b) Redemption need not be ratable, and is entirely within the discretion of the board of directors.
- (c) Series A Redeemable Preferred Shares are not entitled to cash or stock dividends other than as may be declared from time to time by the board of directors; any such dividends would not be cumulative unless specifically deemed as such when declared by the board.
- (d) Each Series A Redeemable Preferred Share has one vote in all actions which may affect the holders of these shares, and which are properly brought for a vote by the shareholders.
- (e) Series A Redeemable Preferred shares take precedence over and are senior to all subsequent issuances of Preferred Stock and to all outstanding shares of Common Stock of the Issuer, regardless of when such common shares were issued, in the event of a partial or full liquidation and distribution of assets or pursuant to a voluntary or involuntary dissolution or any "Liquidity Event" - which is hereby defined as any transaction in which one or more third parties either (1) make an aggregate capital investment in HCI of at least Two Hundred Fifty Thousand Dollars (\$250,000) in return for no less than a twenty-five percent (25%) equity position; or (2) acquire the controlling interest in HCI.

The foregoing Designation of 200,000 shares of Redeemable Preferred Stock, \$5 stated value, was adopted on April 24, 2007 by the unanimous consent of the Board of Directors, in lieu of a meeting, pursuant to Florida Statutes §607.0821; and in lieu of a shareholder meeting pursuant to Florida Statutes §607.00704 the affirmative written consent of the holders of more than ninety (90%) percent of the issued and outstanding shares of Common Stock, which vote was sufficient for approval.

Unless specifically stated above, all of the other Articles of the Corporation's Articles of Incorporation remain as stated.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 12th day of July 2007.


Harvey Judkowitz, CEO/President