

PO 8000006916

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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Office Use Only



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09/15/11--01026--018 \*\*52.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 SEP 23 PM 4:18

FILED

Amended/AC  
9.23.11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** 3D Eye Solutions, Inc.

**DOCUMENT NUMBER:** P08000006916

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

Please return all correspondence concerning this matter to the following:

Marc Jablon

Name of Contact Person

3D Eye Solutions, Inc.

Firm/ Company

2101 West State Road 434 Suite 100

Address

Longwood, FL 32779

City/ State and Zip Code

marc@3deyesolutions.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marc Jablon

Name of Contact Person

at ( 407 )

389-5900

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 16, 2011

MARC JABLON  
3D EYE SOLUTIONS, INC  
2101 WEST STATE ROAD  
LONGWOOD, FL 32779

SUBJECT: 3D EYE SOLUTIONS, INC.  
Ref. Number: P08000006916

We have received your document for 3D EYE SOLUTIONS, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert  
Regulatory Specialist II

Letter Number: 211A00021528

RECEIVED

11 SEP 23 AM 8:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

3D Eye Solutions, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P08000006916

(Document Number of Corporation (if known))

FILED  
2011 SEP 23 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

3D Entertainment Holdings, Inc.

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Mariels Acevedo

New Registered Office Address:

2101 West State Road 434 Suite 100

(Florida street address)

Longwood, FL

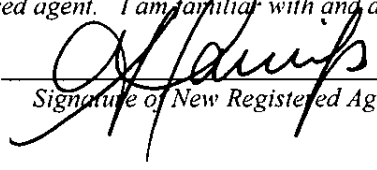
(City)

Florida 32779

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: August 24, 2011  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

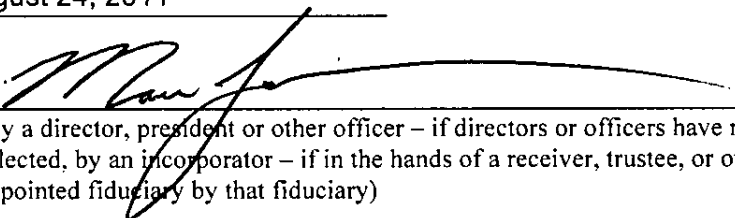
by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated August 24, 2011

Signature

  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Marc Jablon

(Typed or printed name of person signing)

CEO/Chairman

(Title of person signing)

**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
3D EYE SOLUTIONS, INC.**

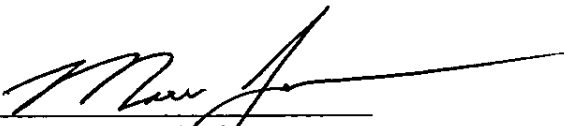
The undersigned, being the sole directors of 3D Eye Solutions, Inc., a Florida corporation (the "Corporation"), hereby consent to and adopt the following resolution pursuant to the provisions of Florida Statutes.

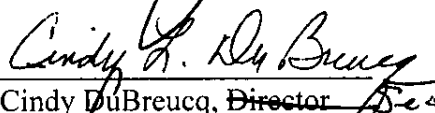
WHEREAS, the Board of Directors deems it advisable to amend the Articles of Incorporation in order to change the name of the Corporation to *3D Entertainment Holdings, Inc.*

NOW, THEREFORE, BE IT RESOLVED, that the Board recommends that a Shareholder vote be taken to amend the Articles of Incorporation to change the name of the corporation to *3D Entertainment Holdings, Inc.*

BE IT FURTHER RESOLVED, that the officers of the Corporation, acting singly, for and on behalf of the Corporation, are hereby authorized to execute any and all documents and perform any and all acts that they, in their sole discretion, deem necessary or appropriate to affect that aforesaid Resolution.

IN WITNESS WHEREOF, the undersigned directors of 3D Eye Solutions, Inc. do hereby execute this Consent to Action to be effective as of August 24, 2011.

  
\_\_\_\_\_  
Marc Jablon, Chairman

  
\_\_\_\_\_  
Cindy DuBreucq, ~~Director~~ Secretary

**ACTION BY CONSENT OF THE SHAREHOLDERS OF**  
**3D EYE SOLUTIONS, INC.**  
**(A FLORIDA CORPORATION)**

The undersigned, constituting the holder of a majority of the issued and outstanding shares of common stock of 3D Eye Solutions, Inc., a Florida corporation (the "Corporation"), hereby consent to the following actions and instruct the Secretary of the Corporation to enter this Consent in the minutes of the proceedings of the Shareholders of the Corporation:

On August 30, 2011, the Board of Directors approved to amend the Articles of Incorporation to change the name of the corporation from *3D Eye Solutions, Inc.* to *3D Entertainment Holdings, Inc.*

The shareholder signing below hereby agree and consent to the changing in the Corporation's name to *3D Entertainment Holdings, Inc.* or a name that is similar based on availability with the Secretary of State.

This Consent may be signed by way of facsimile transmission, and such facsimile copies shall be deemed original copies for all purposes if original copies of the parties' signatures are not delivered.

Execution of this Consent by the undersigned, being the majority shareholder of the Corporation, waives any requirement of a formal meeting to conduct the business referred to herein.

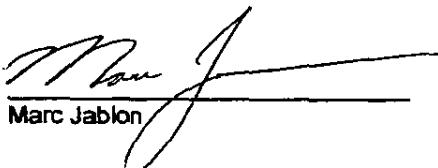
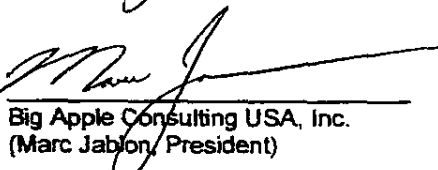
Dated this 30th day of August, 2011

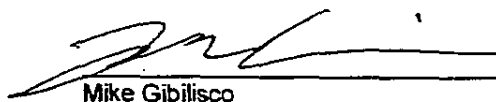
Outstanding Shares: 43,277,061

**SHAREHOLDERS:**

**No. of Voting Shares**

**% of Total**

 Marc Jablon	<u>2,100,002</u>	<u>5.45%</u>
 Big Apple Consulting USA, Inc. (Marc Jablon, President)	<u>35,102,340*</u>	<u>81.1%</u>

 Mike Gibilisco	<u>5,460,000</u>	<u>12.6%</u>
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Totals:

<u>42,662,342</u>	<u>98.6%</u>
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\* Includes 3,000 Preferred Series B shares, which converts and votes at .0001 for common shares.