P08000006916

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

10/14/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: 3D Entertainment Holdings, 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 Entertainment Holdings, 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:

Daniella Acevedo at (407) 389-5900
Name of Contact Person — 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

Articles of Amendment
to
Articles of Incorporation
of

3D Entertainment Holdings, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

P08000069116
(Document Number of Corporation (if known)

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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:

____________________ *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: ____________________

New Registered Office Address: ____________________
(Florida street address)

____________________, Florida __________
(City) *(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)

Title	Name	Address	Type of Action
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

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

The Company shall designate a series of preferred shares as "Series B Convertible Preferred Stock" ("Series B Convertible Preferred") and shall consist of 10,000,000 shares. The Series B Convertible Preferred shall be senior to the common stock. All rights and privileges are outlined in the documents attached to this Articles of Amendment to Articles of Incorporation of 3D Entertainment Holdings, Inc.

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: March 6, 2009

(date of adoption is required)

Effective date if applicable: March 6, 2009

(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 10/12/2011

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)

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. (TDEY), 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 of the Corporation approve the issuance of 1,000,000 shares of preferred stock series B shares as follows:

NAME	NUMBER OF SHARES
Big Apple Consulting USA, Inc.	500,000
Michael Gibilisco	500,000

NOW, THEREFORE, BE IT RESOLVED, that the Corporation has approved the creation of Preferred Class Series B Convertible Stock which shall be valued at $1.00 and each share of preferred shall be convertible into common stock based on the following formula:

Each $1.00 of Preferred Stock shall be convertible into common stock of the Corporation based on the par value of the common stock *($0.0001) (for example:* $1.00 shall equate to 10,000 common shares)

and be it further

RESOLVED, that the Corporation has authorized up to 10,000,000 shares to be issued of Series B Preferred Stock, with the following voting rights:

Voting Rights. Except as otherwise required by law, the holders of Series B Convertible Preferred and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single Series upon any matter submitted to the stockholders for a vote as follows: (i) the holders of series B of Preferred Stock shall have one vote for each full share of Common Stock into which a Share of such series would be convertible on the record date for the vote as if the shares were converted on the record date of the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date.

and be it further

RESOLVED, that the Corporation issue a total of 1,000,000 shares of Series B Preferred Stock to the abovementioned individuals; and be it further

RESOLVED, that the holders of the Preferred Stock series B in the event of a purchase of the Corporation shall be entitled to a receive a price of $1.00 for each share of common stock as if the preferred shares Series B were converted on the date of the purchase; and be it

RESOLVED FURTHER, 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 the aforesaid Resolution.

IN WITNESS WHEREOF, the undersigned directors of the Corporation do hereby execute this Consent to Action to be effective as of March 6, 2009.

Marc Jablon, Chairman

Mike Gibilisco, CEO/Director

Mark Kaley, Director

Dominic Crain, Director