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(Requestor's Name)

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(City/State/Zip/Phone #)

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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**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3D Entertainment Holdings, Inc.

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

P08000006916

(Document Number of Corporation (if known))

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 A Convertible Preferred Stock" ("Series A Convertible Preferred") and shall consist of 10,000,000 shares. The Series A 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:** June 26, 2008

*(date of adoption is required)*

**Effective date if applicable:** June 26, 2008

*(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 AFA MUSIC GROUP, INC.

The undersigned, being the sole directors of AFA Music Group, Inc. a Florida corporation (the "Corporation"), hereby consent to and adopt the following resolutions pursuant to the provisions of Florida Statutes.

WHEREAS, the Board of Directors of the Corporation deems it advisable to announce in a press release, on June 30, 2008, the approval to offer all shareholders the opportunity to exchange common shares for a new class of convertible preferred stock. The terms and conditions for this new class of stock are set forth in detail in Exhibit A attached hereto and include the following key terms:

- Each share of common shall be valued at $0.001 for purposes of this exchange;
- The value of each preferred share shall be one ($1.00) dollar;
- Includes voting rights;
- Minimum number of common shares for this exchange shall be 1,000,000;
- May be converted back into common shares at a ten (10) percent discount;
- Minimum Holding Period before Conversion back to common is three (3) months from the date on the Convertible Preferred Certificate;
- All certificates being exchanged must be received by the Company by the end of Business on July 25, 2008.

NOW, THEREFORE, BE IT RESOLVED, that officers and directors of the Company announce in a press release on June 30, 2008 that the Corporation has approved to offer all common shareholder an exchange of common shares for a new class of convertible preferred shares, more fully defined in Exhibit A, and having following terms: full voting rights, and that the convertible preferred shares may be converted back into common shares at a 10 percent discount, but must be held for a minimum of three (3) months before being converted back into common shares, and that shareholder participating in the exchange submit their shares to the Company by the end of business July 25, 2008.

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 AFA Music Group, Inc. do hereby execute this Consent to Action to be effective as of June 26, 2008.

Mike Gibilisco, Director and CEO

Marc Jablon, Chairman of the Board of Directors

Mark Kaley, Director

Dominic Cram, Director

# INFORMATION STATEMENT

## AFA MUSIC GROUP, INC.
**Offer to Exchange Common Stock**

Dear Shareholder:

The Board of Directors of AFA Music Group, Inc. (the "Company") has approved an offer to exchange Company Common Stock for shares of the Company's Series A Convertible Preferred Stock (the "Series A Preferred Stock").

The terms of the offer are as follows. For each one thousand (1,000) shares of the Company's Common Stock tendered in the exchange you will receive one share of the Company's Series A Preferred Stock. A Shareholder must tender at least 1,000,000 shares of Common Stock to qualify to take part in this exchange offer. In addition, the deadline for accepting the exchange offer and delivery of certificates to the Company is by the close of business on July 25, 2008.

This Information Statement is being furnished to provide information to our shareholders about the terms and conditions of the exchange offer and how to elect to participate in the exchange. It is not intended as an inducement or encouragement to buy or sell any securities of the Company. You are not required to accept the exchange offer. However, the Board of Directors encourages shareholders to participate in the exchange offer and hopes as many shareholders as possible will accept the offer.

**Neither the Securities and Exchange Commission nor any state securities administrators have approved the AFA Music Group, Inc. Series A Preferred Stock to be issued, or determined if this Information Statement is accurate or adequate.**

Sincerely,

Mike Gibilisco
CEO

June 27, 2008

The offer to exchange Common Stock for Series A Convertible Preferred Stock (the Exchange Offer") culminates a lengthy process during which the Board of Directors of AFA Music Group, Inc., concluded that it would be in the best interests of the Company and its shareholders to reorganize the Company's capital structure by substantially reducing the number of common shares issued and outstanding without eliminating the rights of current shareholders to continue to hold an equity interest in the Company and participate in the Company's growth. To provide you with a better understanding of the Exchange Offer, we have provided information that will take you through the Exchange Offer process.

Questions and Answers about the Exchange Offer

**What is being offered under the Exchange Offer?**

The Exchange Offer consists of an offer to exchange Common Stock for shares of a newly created Series A Convertible Preferred Stock (the "Series A Preferred Stock").

**What rights will I have as a holder of Series A Convertible Preferred Stock?**

The holders of each series 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, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and the holders of Common Stock shall have one vote per share of Common Stock held as of such date. In addition, you will have the right to convert the Series A Preferred Stock in to Common Stock at a later time subject to certain conditions. Lastly, the Series A Preferred Stock will receive the same dividends as the Common Stock, if and when declared by the Board of Directors.

**What are the terms and conditions of the conversion rights of the Series A Convertible Preferred Stock?**

No conversion of Series A Preferred Stock to Common Stock can occur until after a holding period of three (3) months of the date of the certificate. Thereafter, at your option, you may convert the Series A Preferred Stock into Common Stock. For purposes of conversion, the value of each share of Series A Preferred Stock will be deemed to be $1.00. The number of shares of Common Stock to be received upon a conversion will be based on the value of the Common Stock at the time of conversion. That value will be based on the average closing bid price of the Common Stock for each of the ten (10) consecutive trading days immediately prior to the date of conversion.

| | |
|---|---|
| **Illustrations of conversion rights:** | (a) Assume you hold 1,000 shares of Series A Preferred Stock. Assume further that the market bid of the Common Stock is $.50 per share. Because you have the right to purchase these shares at a 20% discount, your cost per share on conversion is $.40. The number of shares of Common Stock which you can receive upon conversion will be 2,500 ($1,000 divided by $.40 per share).<br>(b) Assume you hold the same 1,000 shares of the Series A Preferred Stock. Assume further that the market bid of the Common Stock is $0.05 per share. After your 20% discount, the number of shares of Common Stock which you can receive upon conversion will be 25,000 ($1,000 divided by $0.04 per shares). |
| **Right of Redemption** | AFA Music Group, Inc. will have the right, anytime after one year of the date of the certificate, after appropriate notice, to call for redemption all or part of any outstanding Series A Preferred Stock at a redemption price of $0.01 per share of Series A Preferred Stock. |
| **Will the Series A Preferred Stock be transferable or trade on a stock exchange or other public market?** | No. The Preferred Stock will not trade on any stock exchange or other public market. |
| **What do I have to do to accept the Exchange Offer?** | In order to accept the Exchange Offer, you must tender no less than 1,000,000 shares of Common Stock to the Company at 2005 Tree Fork Lane Ste 113, Longwood, FL, 32750, and the certificate must be delivered on or before July 25, 2008. |
| **How many shares of Series A Preferred Stock will I receive in the Exchange Offer?** | You will receive one (1) share of the Series A Preferred Stock for each one thousand (1,000) shares of Common Stock delivered for exchange. |
| **What happens to my Common Stock if I do not choose to accept the Exchange Offer or if I do not deliver all of my Common Stock for exchange?** | Nothing. You will still own the Common Stock that you did not deliver for exchange. |