

PD8000006916

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12 APR 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

APR 17 2012

T. LEWIS

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:

Dominic Crain

Name of Contact Person

3D Entertainment Holdings, Inc.

Firm/ Company

2005 Tree Fork Lane

Address

Longwood, FL 32779

City/ State and Zip Code

dcrain@3deyesolutions.com

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

For further information concerning this matter, please call:

Daniella Acevedo

at (

321

239-2461

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

FILED

12 APR 16 AM 9:57

3D Entertainment Holdings, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

(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

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <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)

The Company shall amend its designation to the Series A Convertible Preferred Stock ("Series A Preferred"). The Amendment to the Series A Preferred is outlined in the document attached to this Articles of Amendment to the Articles of Incorporation of 3D Entertainment Holdings, Inc. All additional rights and privileges to the Series A Preferred are outlined in the documents attached to the October 13, 2011 filing.

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)

3D Entertainment Holdings Inc. dba 3D Eye Solutions (TDEY)

Equity Blocker

WHEREAS, the Board of Directors of the Corporation deems it advisable to amend the Preferred Series A Shares to include an equity blocker which would prevent any single shareholder from converting their Preferred A shares into more than 9.9% of the common stock at any one time;

WHEREAS, the Board of Directors of the Corporation deems it advisable to prevent Preferred A shareholders from converting their Preferred into common shares when such conversion would bring their common share ownership above 9.9%.

NOW, THEREFORE, BE IT RESOLVED, that the Preferred A Shareholders, as Acknowledged and Consent to the following amendment to the Preferred Series A, the following changes to be incorporated into the Articles of Incorporation by Amendment relative to the Preferred A Class: (d) The Holder shall not be entitled to shares upon conversion, if such conversion would result in beneficial ownership by the Holder and its affiliates of more than 9.99% of the outstanding shares of common stock of the Company on such exercise or conversion date, including the number of shares of common stock beneficially owned by the Holder and its affiliates. (e) For the purposes of section 4(d) above, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder. Subject to the foregoing, the Holder shall not be limited to aggregate warrant and/or option exercises and/or conversion of only 9.99% and aggregate warrant and/or option exercises and/or conversion by the Holder may exceed 9.99%. The Holder may void the exercise limitation described in this Section upon 61 days prior written notice to the Company. The Holder may allocate which of the equity of the Company deemed beneficially owned by the Holder shall be included in the 9.99% amount described above and which shall be allocated to the excess above 9.99%. (f) In the event that a conversion notice is sent to the Maker, and the shares are not issuable to the Holder because it would cause the Holder's shareholdings in the company to exceed 9.99%, the Maker shall instead issue a Fixed Price Secured Convertible Note, with the same terms as herein, except that the conversion price shall be fixed, equal to the conversion price on the notice of conversion.

IN WITNESS WHEREOF, the undersigned Preferred A Shareholders representing the majority of the class hereby execute this Consent to Action to be effective as of April 6, 2012.

By 

Michael Gibilisco,

President, MG Studios Inc.

The date of each amendment(s) adoption: April 6, 2012

Effective date if applicable: April 6, 2012

(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 April 13, 2012

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)

Dominic Crain

(Typed or printed name of person signing)

President

(Title of person signing)