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FIRST LEVEL ENTERTAINMENT GROUP, INC.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
FIRST LEVEL ENTERTAINMENT GROUP, INC.**

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Pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida (the "Act"), the undersigned, being the President of First Level Entertainment Group, Inc., a Florida corporation (the "Company") bearing document number P08000054003, does hereby certify the following:

1. On May 31, 2013, the Board of Directors of the Company authorized, approved and adopted a resolution authorizing the combination of the Company's common stock, \$.001 par value per share (the "Common Shares") on a basis of one (1) share for each three (3) shares issued and outstanding immediately prior to the effectiveness of the filing of Articles of Amendment to the Articles of Incorporation (the "Reverse Split") and the filing of Articles of Amendment to the Company's Articles of Incorporation relating to the Reverse Split (the "Amendment").
2. The Amendment was adopted by the Board of Directors of the Company pursuant to Section 607.0821 of the Act.
3. The Amendment was approved and adopted by the written consent of the shareholders of the Company effective May 31, 2013 pursuant to the provisions of Section 607.0704 of the Act, which such consenting shareholders had not less than the minimum number of votes that would have been necessary to authorize or take such actions at meeting at which the holders of all shares entitled to vote thereon were present and voted.
4. The Amendment does not adversely affect the rights or preferences of the holders of any of the Company's outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the Reverse Split exceeding the percentage of authorized shares that were unissued before the Reverse Split.
5. Only the Common Shares of the Company are subject to the Reverse Split, and there are 82,500,000 pre-split Common Shares issued and outstanding. The number of authorized Common Shares is not affected by the Reverse Split. Following the Reverse Split there will be approximately 27,500,000 Common Shares issued and outstanding.
6. Article IV of the Company's Articles of Incorporation, as amended, shall be amended to include the following:

One for Three Reverse Stock Split

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Upon the effective date of these Articles of Amendment, the number of issued and outstanding shares of the Company's common stock, \$.001 par value per share (the "Common Shares"), shall be combined on the basis of one (1) share for each three (3) shares issued and outstanding immediately prior to the effectiveness of these Articles of Amendment.

7. This Amendment shall become effective on June 18, 2013.

IN WITNESS WHEREOF, the undersigned, being the President of the Company, has executed these Articles of Amendment as of June 18, 2013.

FIRST LEVEL ENTERTAINMENT GROUP, INC.

By:



Steve Adelstein, President

Articles of Amendment (Reverse 06-17-13.doc

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