

Aug 03 2012 7:35PM
Division of Corporations

NASON YEAGER GERSON WHITE 5614710894

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Florida Department of State
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15 SECONDS OF FAME INC.

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August 3, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

15 SECONDS OF FAME INC.
3810 MURRELL ROAD #215
ROCKLEDGE, FL 32940US

SUBJECT: 15 SECONDS OF FAME INC.
REF: P09000021623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 245-6050.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H12000196290
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TO AGENCY OF FILING

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
15 SECONDS OF FAME INC.**

AMENDMENT III

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, 15 Seconds of Fame Inc., a Florida corporation (the "Company"), hereby amends its Articles of Incorporation (Document Number P09000021623) as follows:

Article IV is hereby amended in its entirety to read as follows:

ARTICLE IV

The maximum number of shares of capital stock that this Company is authorized to issue and have outstanding at any one time is 20,000,000 shares, comprised of:

- (i) 10,000,000 shares of common stock, having a par value of \$0.001 per share; and
- (ii) 10,000,000 shares of Preferred Stock, having a par value of \$0.001 per share, which may be issued from time to time in one or more series. The number of shares, the stated value and dividend rate, if any, of each such series and the preferences and relative, participating and special rights and the qualifications, limitations or restrictions will be fixed in the case of each series by Resolution of the Board of Directors at the time of issuance subject in all cases to the laws of the State of Florida applicable thereto and determined in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act."

A. Series A Preferred Stock.

- 1. **Designation; Ranking.** A series of preferred stock is hereby designated as Series A Preferred Stock (the "Series A Preferred Stock").
- 2. **Number.** The number of shares constituting Series A Preferred Stock is fixed at 5,000,000 shares, par value \$0.001 per share; and such amount may not be increased or decreased except with the written consent of the holders of at least a majority of the issued and outstanding Series A Preferred Stock.
- 3. **Voting.**

- (a) General. Subject to the other provisions of these Articles of Incorporation, each holder of Series A Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of the Company's common stock, par value \$0.001 per share (the "Common Stock"), and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series A Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.
- (b) Number of Votes. Each holder of shares of Series A Preferred Stock shall be entitled to 10,000 votes per share of such holder's Series A Preferred Stock at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, the date such vote is taken or any written consent of shareholders is solicited.
- (c) Required Consents. At any time when shares of Series A Preferred Stock are outstanding, in addition to any other vote required by law or the Company's Articles of Incorporation, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, the Company shall not, either directly or by amendment, merger, consolidation or otherwise, change the rights or preferences of the Series A Preferred Stock or increase the authorized number of shares of Series A Preferred Stock.

5. Adjustments. The Series A Preferred Stock shall be subject to appropriate adjustments for any stock dividend, stock

split, stock combination, reclassification or similar transaction with respect to the Series A Preferred Stock after the date hereof. In addition, upon any stock dividend, stock split, stock combination, reclassification or similar transaction with respect to the Common Stock after the date hereof, the Series A Preferred Stock shall be appropriately adjusted in a similar manner.

For example, if the Company consummates a 2:1 stock split in the nature of a dividend with respect to the Common Stock, the holders of the Series A Preferred Stock shall be entitled to prompt issuance of additional shares of the Series A Preferred Stock as if a 2:1 stock split in the nature of a dividend was declared with respect to the Series A Preferred Stock.

For example, if the Company consummates a 1:2 reverse stock split with respect to the Common Stock, the holders of the Series A Preferred Stock shall be entitled to a reduced number of shares of Series A Preferred Stock as if a 1:2 reverse stock split was declared with respect to the Series A Preferred Stock.

6. Notices. Any notice required by the provisions of these Articles of Incorporation to be given to the holders of shares of the Series A Preferred Stock shall be deemed given upon the earlier of (i) actual receipt, (ii) three days after deposit in the United States mail, by certified or registered mail, return receipt requested, postage prepaid, or (iii) one business day after deposit with a recognized and reputable express courier for delivery the next business day, fees prepaid, addressed to each holder of record at the address of such holder appearing on the books of the Company.

The foregoing amendments to the Articles of Incorporation of the Company were unanimously approved and adopted by the directors of the Company, without shareholder action, on April 30, 2012 in accordance with the provisions of the Florida Business Corporation Act. The foregoing amendments to the Articles of Incorporation of the Company did not require shareholder approval pursuant to Section 607.0602.

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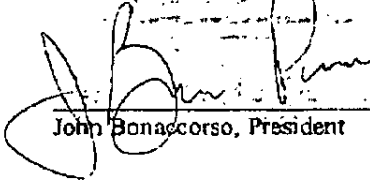
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IN WITNESS WHEREOF, the undersigned President of the Company, pursuant to the approval and authority given by the directors, has executed these Articles of Amendment this 27th day of July, 2012.



John Bonaccorso, President