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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
3D FUTURE VISION, INC.**

WHEREAS, the name of the Corporation is 3D Future Vision, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on January 26, 2010 and assigned document number P1000007578; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1006 of the Florida Statutes, wishes to amend its Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders by action by written consent dated as of April 9, 2010, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles of Incorporation as follows:

1. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE IV

4.1 Number and Classes of Shares

The total number of shares of all classes of stock which the corporation shall have authority to issue is 5,500,000, divided into 3,500,000 shares of no par value common stock (referred to herein as the "common stock") and 2,000,000 shares of no par value class A voting preferred stock (referred to herein as the "preferred stock").

4.2 Dividend Rights

(a) Subject to any prior rights to receive dividends to which the holders of shares of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(b) The holders of preferred stock shall be entitled to receive dividends at a rate of three percent (3%) per annum, and no more, based upon the \$10.00 per share liquidation price, out of funds of the corporation legally available for dividends, payable in cash or in

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additional preferred stock in the discretion of the board of directors, annually on such date as may be fixed by the board of directors (the periods between any such dates, commencing on such dates, being designated herein as "dividend periods"). Dividends on the preferred stock shall be cumulative from and after the date of their issuance. Such dividends on the preferred stock shall be paid or set apart for payment before any dividend shall be declared or paid or set apart for payment on, or any other distribution made in respect of, the common stock, and shall be cumulative as above provided so that if, in any dividend period, dividends at the rate fixed for the preferred stock shall not have been paid or set apart for payment on all outstanding shares for such dividend period and all preceding dividend periods from and after the date from which dividends shall be cumulative, then the aggregate deficiency shall be fully paid or set apart for payment, but without interest, before any dividends shall be declared or paid or set apart for payment on, or any other distribution made in respect of the common stock.

(c) After full cumulative dividends on the outstanding preferred stock shall have been paid or set apart for payment for all previous dividend periods and for the then current dividend period, as above provided, and after sufficient funds shall have been set aside to meet all matured obligations, if any, of the corporation with respect to all sinking funds, retirement funds or purchase funds for preferred stock, then and not otherwise, as long as any preferred stock shall remain outstanding, dividends may be declared and paid or set apart for payment on the common stock in the discretion of the board of directors out of any funds of the corporation then remaining and legally available for that purpose.

(d) Accumulations of dividends, whether declared or passed, shall not bear interest.

4.3 Voting Rights

Except as otherwise expressly provided by the law of the State of Florida or these articles of incorporation, the holders of the preferred stock and common stock shall possess voting power for the election of directors and for all other purposes, including the right to vote on questions of merger, consolidation and the sale of substantially all the assets of the corporation. Every holder of record of preferred stock or common stock entitled to vote shall be entitled to one vote for each share held.

4.4 Liquidation Rights

In the event of any liquidation, dissolution or winding up of the corporation, voluntary or involuntary, the holders of all shares of preferred stock shall be entitled to be paid in full out of the assets of the corporation, the liquidation price of \$10.00 per share, and no more, plus all accrued and unpaid dividends on such shares to the date that payment is made available to the holders of such shares, prior to any payment or distribution of any assets of the corporation to the holders of the common stock. If, upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the assets of the corporation shall be insufficient to permit the payment in full of the amounts payable as described above to the holders of the preferred stock,

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then, to the exclusion of the holders of the common stock, the holders of the preferred stock shall share ratably in proportion to the amounts which they are respectively entitled to receive in the distribution of the entire amount of the assets of the corporation according to the number of shares of the preferred stock which they respectively hold.

After payment to the holders of the preferred stock of the full preferential amounts to which they are entitled, as described above, the holders of the common stock shall be entitled to receive as a class, pro rata, all remaining assets of the corporation available for distribution to its shareholders.

Consolidation or merger of the corporation with or into another corporation or corporations, or a sale, whether for cash, shares of stock, securities or properties, of all or substantially all of the assets of the corporation, shall not be deemed or construed to be a liquidation, dissolution or winding up of the corporation.

4.5 *Conversion Rights*

From and after such time as the common stock is publicly traded so that market quotations for such stock are available, each share of preferred stock shall be convertible, at any time upon the election of the holder of such preferred stock, into one (1) share of common stock at a price equal to eighty percent (80%) of the latest available market bid price per share of common stock, and for purposes of such conversion each share of preferred stock shall be valued at its liquidation price of \$10.00, plus any accrued but unpaid dividends thereon.

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 12th day of April, 2010.

3D FUTURE VISION, INC.,
a Florida corporation

By: 
Joseph DiFrancesco, President