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TALLAHASSEE, FLORIDA

Amend \* N/C

MAY 24 2012

T. BROWN

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: VR4 Media Group, Inc.

DOCUMENT NUMBER: P10000014816

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David da Silva Cornell

Name of Contact Person

VR4 Media Group

Firm/ Company

5731 NW 74th Avenue

Address

Miami, Florida 33166

City/ State and Zip Code

david.cornell@vr4media.com

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

For further information concerning this matter, please call:

David Cornell

Name of Contact Person

at ( 786 ) 272-0852

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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  
VR4 MEDIA GROUP, INC.**

Document No. P10000014816

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 of the Florida Statutes, VR4 Media Group, Inc., a Florida profit corporation, hereby adopts the following amendments to its Articles of Incorporation:

A. Article I of the Articles of Incorporation is deleted in its entirety and replaced by the following language:

The name of the corporation is: VR4 MEDIA, INC.

B. Article IV of the Articles of Incorporation, as amended by Section B of the Articles of Amendment filed on February 20, 2012, is deleted in its entirety and replaced by the following language:

The corporation is authorized to issue shares in three classes, as follows:

1. Class A Voting Common Stock: Five hundred twenty-five million (525,000,000) shares of voting common stock, no par value. On all matters submitted to the shareholders of the Corporation for a vote, the holders of the Class A shares shall be entitled to one vote per one share of Class A Voting Common Stock, except in the event that only holders of a specific class of shares are entitled to vote, pursuant to applicable law or these Articles of Incorporation as they may from time to time have been amended.
2. Class B Nonvoting Common Stock: Seventy-five million (75,000,000) shares of nonvoting common stock, no par value. Class B shares shall have no voting rights; provided, however, that the holders of Class B shares shall be entitled to vote as a separate class on any amendments to the Articles of Incorporation which would adversely affect their rights, privileges, or preferences, and on any merger which would adversely affect their rights, privileges, or preferences, and on any liquidation or dissolution in which such holders would receive securities with rights, privileges, or preferences less beneficial than those held by them as holders of Class B Nonvoting Common Stock.

Each share of Class B Nonvoting Common Stock shall be issued in one of two series, as follows:

- a. Class B Series 1: Holders of Class B Series 1 shares shall be entitled to antidilution protection to be determined hereafter by the board of directors

of the corporation in accordance with section 607.0602 of the Florida Statutes.

- b. Class B Series 2: Holders of Class B Series 2 shares shall not be entitled to antidilution protection.

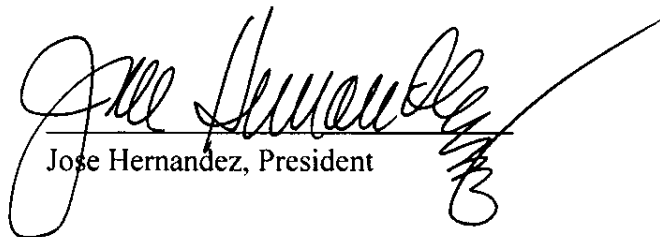
Class A shares and Class B shares shall be identical in all rights, privileges, limitations, and preferences with respect to dividends, distributions, or any liquidation or dissolution of the corporation, except solely that the holders of Class A shares shall have the right to vote such shares but the holders of Class B shares shall not have the right to vote such shares, except as may be required by applicable law or as may be otherwise specified by these Articles of Incorporation as they may from time to time have been amended.

3. Class C Preferred Shares: Four hundred million (400,000,000) shares of preferred stock, which shall have such preferences with respect to the distribution of dividends and/or assets and such other rights, privileges, limitations, and preferences with respect to other matters as the board of directors of the corporation may hereafter determine in accordance with section 607.0602 of the Florida Statutes. Each share of Class C Preferred Stock shall be issued in one of five series, designated Series 1 through Series 5, with the specific rights, privileges, limitations, and preferences applicable to each such series to be determined hereafter by the board of directors of the corporation in accordance with section 607.0602 of the Florida Statutes.

The total number of authorized shares of any class may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote thereon; provided, however, that simply increasing or decreasing the number of shares authorized for a class, with no other changes, shall not be deemed *per se* to affect adversely the rights, privileges, or preferences of the holders of shares of such class.

Each of the foregoing amendments was adopted on May 17, 2012, to be effective upon the filing with the Secretary of State of Florida of these Articles of Amendment. The amendments were adopted by the sole shareholder of the corporation, whose vote was sufficient for approval.

Date: May 17, 2012

  
Jose Hernandez, President