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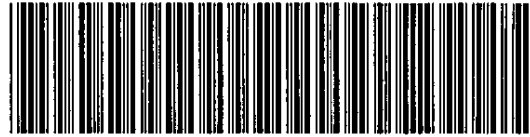
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Amend

APR 22 2013

T. LEWIS

STATE OF ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF

SPIRIT CUBE INCORPORATED

Whereas, **Spirit Cube Inc.** was incorporated on May 3, 2010 and on Friday April 15, 2011 the incorporator, director, and shareholder, adopted an amendment to Article 4 of the Articles of Incorporation and desires to file Articles of Amendment to the restated Articles of Incorporation;

Whereas, such amendment has been effected in conformity with law, having been adopted by the Board of Directors (Shareholders) holding 10,000,000 shares of the corporation's common stock, by consent to action executed on April 15, 2011, with all 10,000,000 shares being voted to approve such amendment;

Whereas, such amendment does not adversely affect the rights of the holders of any shares of any class or series and therefore no vote of any holders thereof is required;

Spirit Cube Incorporated, a corporation organized and existing under the laws of the State of Florida, hereby amends Article 4 of its Articles of Incorporation, as follows:

Article 4. The aggregate number of shares which the corporation shall have authority to issue is 40 million (40,000,000) shares of Capital Stock. The Forty Million (40,000,000) shares which the corporation shall have authority to issue shall be divided into two classes:

3,000,000 Preferred shares, having no par value per share

And

37,000,000 Common Shares, having no par value per share

A description of the different classes of stock and a statement of the designations, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Common Shares. The terms of the Common Shares of the corporation shall be as follows:

(1) Dividends. Whenever cash dividends upon the Preferred Shares

Thereof at the time outstanding, to the extent of the preference to which such shares are entitled,

Shall have been paid in full for all past dividend periods, or declared a set apart for payment, such dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.

(2) Liquidation. In the event of any liquidation, dissolution, or winding up for the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as

hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.

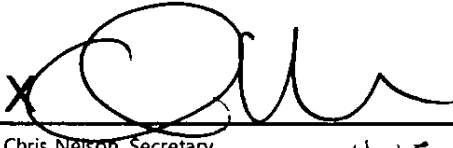

(3) Voting Rights. Each holder of a Common Share shall have one vote in respect of each share of such stock held by them. There shall not be cumulative voting.

- B. Preferred Shares. From the 3,000,000 shares of Preferred Stock, that is hereby authorized, each share of such series shall have one (1) vote, and the series shall vote with the Common Stock as a single class. At the time that the Board of Directors declares that the company's activities warrant as such, that each share of the preferred series shall be converted into three (3) shares of the corporation's Common Stock. The shares of the series shall receive such dividends as the Board of Directors may declare from time to time from funds legally available for the payment of dividends. In addition, the shares of the series shall be entitled to receive a dividend, when declared by the Board of Directors, based on the net revenue from sales. In the event of a liquidation, dissolution, or winding up of Company, whether voluntary or involuntary, where the holders of shares of the preferred series do not convert to shares of the Common Stock of Company, the holders of shares of the Preferred series shall be entitled to receive out of the assets of Company, whether such assets are capital or surplus of any nature, the sum of One Dollar and Seventy- Five Cents (\$1.75) per share, and, in addition to such amount, a further amount equal to the dividends declared but unpaid thereon, to the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of shares of Common Stock of Company. If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets distributed among the holders of the preferred series shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of the Company to be distributed shall be distributed ratably among the holders of the preferred series.
- C. Prior to the issuance of any balance of the authorized Preferred Shares, the Board of Directors shall determine the number of Preferred Shares to then be issued from the total shares authorized, and such shares shall constitute a series of the Preferred Shares. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of series shall have preferences, limitations, and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the shares of such series shall have preferences, limitations, and relative identical with all other series of the Preferred Shares. Preferred Shares may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and preferences of the Common Shares and any other series of the Preferred Shares. Also, any series of the Preferred Shares may have voting rights. The corporation shall file, without a vote of the shareholders, such Articles of Amendment or other filling, as required, to specifically authorize a designed series.

RESOLVED, that of the meeting were adopted and approved. The Corporation will take all appropriate actions necessary to implement each of the above items.

No further business was brought forward to the Board at this time and the meeting was adjourned at 1300 HRS.

The following Directors and Officers were present and constituted a quorum.

 
Chris Nelson, Secretary 4.15.11 Chris Nelson, CEO 4.15.11