

P10000055199

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

MAIL

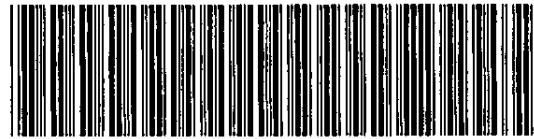
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amended/Restated
@ 9/13/13 CC/CUS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hi Score Corporation

DOCUMENT NUMBER: P10000055199

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

Please return all correspondence concerning this matter to the following:

Michael Zoyes

Name of Contact Person

Hi Score Corporation

Firm/ Company

10778 NW 53rd St. Suite B

Address

Sunrise Fl. 33351

City/ State and Zip Code

Michael @greenledsolutions.com

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

For further information concerning this matter, please call:

Michael Zoyes at (954) 588 7205
Name of Contact Person Area Code & Daytime Telephone Number

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

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
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

Hi Score Corporaion

(Name of Corporation as currently filed with the Florida Dept. of State)

P10000055199

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	10778 NW 53rd St. Suite B
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

(Attach additional sheets, if necessary). (Be specific)

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(if not applicable, indicate N/A)

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
Hi Score Corporation**

Hi Score Corporation a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Hi Score Corporation.
2. The date of filing of the original Certificate of Incorporation of the Corporation was July 1, 2010.
3. Pursuant to the General Corporation Law of the State of Florida, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.
4. The text of the original Certificate of Incorporation, and any amendment and restatement or correction thereto is hereby amended and restated to read in its entirety and shall, upon its filing with the Secretary of State of the State of Nevada, read as follows:

FIRST: The name of the corporation is Hi Score Corporation.

SECOND: Its registered office is to be located at 10778 NW 53rd Street, Sunrise, Florida. The name of the registered agent at such address is Peter A. Ruggeri.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Laws.

FOURTH: The Corporation shall have 3 classes of stock. The total number of shares of stock which this Corporation has authority to issue is 6,020,000,000 of which 6,000,000,000 shares shall be Common Stock, \$0.000001 par value per share (the "Common Stock"); and 20,000,000 Preferred Stock, \$0.0001 par value per share (the "Preferred Stock"); and 10,000,000 shares shall be Super Class A Preferred Stock, replacing the previous Class Preferred A Stock, \$0.0001 par value per share (the "Super Class A Preferred Stock"); and 10,000,000 shares of Class B Preferred Stock, \$0.0001 par value per share (the "Class B Preferred Stock", and together with the Super Class A Preferred Stock, the "Preferred Stock"). Subject to the limitations prescribed by law and the provisions of this Certificate of Incorporation, the Board of Directors of the Corporation is authorized to issue the preferred stock from time to time in one or more series, each of such series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional, or other special rights, and such qualifications, limitations or restrictions thereof, as shall be determined by the board of directors in a resolution or resolutions providing for the issue of such preferred stock. Subject to the powers, preference, and rights of any preferred stock, including any series thereof, having any preference or priority over, or rights superior to, the common stock and except as otherwise provided by law, the holders of common stock shall have and possess all powers and voting and other rights pertaining to the stock of the Corporation and each share of common stock shall be entitled to one vote. This restatement does not impact any previously issued Preferred Shares except that Preferred A stock has become Super Class A Preferred Stock. If the voting rights of the previously issued Preferred Stock is diminished by this restatement, the previous voting rights shall prevail.

FIFTH: A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages from breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Florida as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall; not adversely affect any right or protection of a director of the corporation hereunder in respect of any act of omission occurring prior to the time of such amendment, modification or repeal.

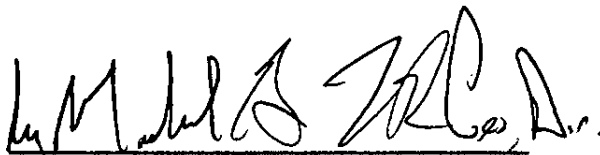
SIXTH: The names and mailing addresses of the persons currently serving as Directors are:

Michael Zoyes and Pete Ruggeri.

Both have the address of:

10778 NW 53rd Street Suite B.
Sunrise, Florida 33351

IN WITNESS WHEREOF, Hi Score Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on this 3rd day of September, 2013.

A handwritten signature in black ink, appearing to read "Michael Zoyes", is written over a horizontal line.

Michael Zoyes
Chief Executive Officer/Director

**CONSENT TO ACTION IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF HI SCORE CORPORATION**

The undersigned, being the shareholder(s) of a majority of the shares of voting stock issued and outstanding of Hi Score Corporation, a Florida Corporation (the "Corporation"), acting by written consent without a meeting pursuant to the Florida General Corporation Law, do hereby adopt the following resolutions with the same force and effect as if such resolutions had been duly presented and adopted at a special meeting of the shareholder(s) of the Corporation duly called and held on August 15th, 2013.

WHEREAS, the Corporation desires to amend and restate its Articles of Incorporation and Bylaws,

WHEREAS, the Board of Directors has deemed it advisable to revise the terms of the Series Preferred A, to the new terms of the Super Series Preferred A, and one new Series of Preferred Stock being Series B Preferred Stock with 10,000,000 shares authorized, with both series having a par value of \$0.0001; and

WHEREAS, the company has defined the new terms of the class Super Preferred Series A stock. See attached EXHIBIT A; and

WHEREAS, the Corporation has defined the terms of a new class of Preferred Series B stock. See attached EXHIBIT A; and

NOW, THEREFORE, be it:

RESOLVED, the Articles of Incorporation and Bylaws of the Corporation have been restated as presented in Exhibit A of this resolution and,

RESOLVED, that new terms for Super Preferred A Stock and creation of the new Series B Preferred Stock with 10,000,000 shares authorized with both series having a par value of \$0.0001; and

RESOLVED, that the new terms of Super Preferred Series A stock and the terms of the new class Preferred Series B are accepted. See attached EXHIBIT A; and

EXECUTED, as of the ^{3rd} ~~2nd~~ day of September, 2013 by a majority of shareholder consent.

Signed: Michael Zoyes, Shareholder 9-3-2013
Michael Zoyes, Shareholder

Common Shares Voted: 480

Preferred Shares Voted: 1,000,000 x 10,000 Votes per Share = 10,000,000 Votes

Total Votes (Common and Preferred): 10,000,000,480

Total Issued and Outstanding Common Shares: 2,299,000

Votes Required for Majority: 1,149,501

**UNANIMOUS CONSENT TO ACTION
IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF HI SCORE CORPORATION**

Pursuant to the Authority granted to directors to take action by unanimous consent without a meeting pursuant to the Articles of Incorporation of Hi Score Corporation, the Board of Directors ("Directors") of Hi Score Corporation, a Florida Corporation (the "Company"), do hereby consent to, adopt, ratify, confirm and approve, as of the date indicated below, the following recitals and resolutions, as evidenced by their signature hereunder:

WHEREAS, the Corporation desires to amend and restate its Articles of Incorporation and Bylaws,

WHEREAS, the Board of Directors has deemed it advisable to revise the terms of the Series Preferred A, to the new terms of the Super Series Preferred A and one new Series of Preferred Stock being Series B Preferred Stock with 10,000,000 shares authorized with both series having a par value of \$0.0001; and

WHEREAS, the company has defined the new terms of the class Super Preferred Series A stock. See attached EXHIBIT A; and

WHEREAS, the Corporation has defined the terms of a new class of Preferred Series B stock. See attached EXHIBIT A; and

NOW, THEREFORE, be it:

RESOLVED, the Articles of Incorporation and Bylaws of the Corporation have been restated as presented in Exhibit A of this resolution and,

RESOLVED, that new terms for Super Preferred A Stock and creation of the new Series B Preferred Stock with 10,000,000 shares authorized with both series having a par value of \$0.0001; and

RESOLVED, that the new terms of Super Preferred Series A stock and the terms of the new class Preferred Series B are accepted. See attached EXHIBIT A; and

EXECUTED, as of the 3rd day of September, 2013 by a unanimous consent of the Board of Directors of Hi Score Corporation

Signed: _____

Michael Zoyes, CEO/Director

EXHIBIT "A"

AMENDMENT TO THE BYLAWS OF HI SCORE CORPORATION

Pursuant to the Article of Incorporation, and the Laws of the State of Florida, the following action is taken and approved by the Board of Directors of Hi Score Corporation by unanimous written consent as if a meeting had been properly called and held and all the Directors were present at the meeting and voted in favor of such action:

All of the Directors of Hi Score Corporation have unanimously approved the following amendment to the Bylaws of this corporation:

A NEW ARTICLE IV-A. is added as follows:

ARTICLE IV-A., SECTION 1.

CERTIFICATE OF RE-DESIGNATION, SUPER SERIES A PREFERRED STOCK

1.1 The current designated "Super Series A Preferred Stock". It has 10,000,000 shares authorized at \$0.0001 par value per share.

1.2 CONVERSION RIGHTS.

a. If at least one share of Super Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Super Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B Preferred Stocks which are issued and outstanding at the time of conversion.

b. Each individual share of Super Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B Preferred Stocks issued and outstanding at time of conversion}]

divided by:

[the number of shares of Super Series A Preferred Stock issued and outstanding at the time of voting]

EXHIBIT "A"

1.3 ISSUANCE. Shares of Preferred Stock may only be issued in exchange for the

partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:

For retirement of debt:

$$\sum_{i=1}^n x_i = \text{number of shares of Super Series A Preferred Stock to be issued}$$

where $x_1 + x_2 + x_3 \dots + x_n$ represent the discrete notes and other obligations owed the lender (holder), which are being retired.

1.4 VOTING RIGHTS.

a. If at least one share of Super Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Super Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B Preferred Stocks which are issued and outstanding at the time of voting.

b. Each individual share of Super Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B Preferred Stocks issued and outstanding at time of voting}]

divided by:

[the number of shares of Super Series A Preferred Stock issued and outstanding at the time of voting]

EXHIBIT "A"

ARTICLE II-A., SECTION 2.

CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B PREFERRED STOCK

2.1. DESIGNATION AND NUMBER OF SHARES. 10,000,000 shares of Series B Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), are authorized pursuant to Article II of the Corporation's Amended Certificate of Incorporation (the "Series B Preferred Stock" or "Series B Preferred Shares").

2.2. DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

2.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

2.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series B Preferred Stock shall be convertible at \$0.00001 per share (the "Series B Preferred"), at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.000001 per share (the "Common Stock") equal to the price of the Series B Preferred Stock as stated in 2.6 of the Bylaws, divided by the par value of the Series B Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2.50 price per share of Series B Preferred Stock, and a par value of \$0.0001 per share for Series B Preferred each share of Series B Preferred Stock would be convertible into 250,000 shares of Common Stock. Such conversion shall be deemed to be effective on

EXHIBIT "A"

the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

(d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

2.5 VOTING RIGHTS. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

EXHIBIT "A"

2.6 PRICE.

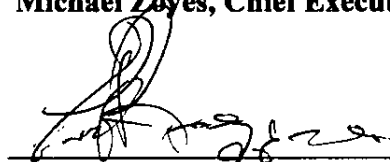
- (a) The initial price of each share of Series B Preferred Stock shall be \$2.50.
- (b) The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

2.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

**Adopted this 3rd day of September, 2013
by all the Directors of the corporation.**



Michael Zoyes, Chief Executive Officer/Director



Pete Ruggeri, CFO/ Director

The date of each amendment(s) adoption: 09/03/2013, if other than the date this document was signed.

Effective date if applicable: 09/03/2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☒ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by Michael Zoyes
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 09/03/2013

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael Zoyes

(Typed or printed name of person signing)

President, Director

(Title of person signing)