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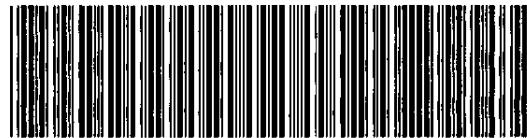
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2011 SEP 30 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**E**NTREPRENEURSHIP  
**LAW FIRM, P.L.**  
*Advising Business Owners*



September 29, 2011

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

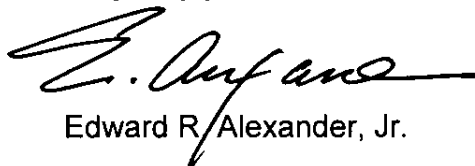
Re: First Amendment to the Articles of Incorporation for American Sign  
Recovery, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the original signed first amendment to the articles of incorporation for American Sign Recovery, Inc., and (B) a check in the amount of \$35.00, to cover the filing fee. Please file the first amendment to the articles of incorporation and send notification of same to the address below.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

**FIRST AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AMERICAN SIGN RECOVERY, INC.**

**FILED**  
2011 SEP 30 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMERICAN SIGN RECOVERY, INC., a Florida corporation (the "**Company**"), by and through its Chief Executive Officer, hereby adopts this First Amendment to its Articles of Incorporation of December 20, 2010.

1. Pursuant to Section 607.1003 of the Florida Statutes, on September 28, 2011, the Board of Directors of the Company adopted, and the shareholders of the Company unanimously approved, an amendment to Article IV of the Articles of Incorporation of the Company. Article IV is deleted in its entirety and the following is substituted therefor:

**ARTICLE IV. Capital Stock**

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is eight million five hundred thousand (8,500,000) shares in two classes, common stock and preferred stock.

Section 2. Common Stock. The maximum number of shares of common stock (the "**Common Stock**") that this Corporation is authorized to issue and have outstanding at any one time is six million (6,000,000) shares. The Common Stock shall have a par value of \$0.001 per share and the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. The maximum number of shares of preferred stock (the "**Preferred Stock**") that this Corporation is authorized to issue and have outstanding at any one time is two million five hundred thousand (2,500,000) shares. The Preferred Stock shall have a par value of \$0.001 per share. The Preferred Stock may be designated in one or more series and shall have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 4. Voting. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when

and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, upon the liquidation of the Corporation the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 7. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Section 8. Designation of Series A Preferred Stock. Of the two million five hundred thousand (2,500,000) authorized shares of Preferred Stock, set forth in Section 3 of this Article IV, One Hundred Seventy Five Thousand Four Hundred Thirty Nine (175,439) shares shall be designated "**Series A Preferred Stock**" with the rights, preferences, privileges and restrictions set forth below (notwithstanding any contrary provisions of Sections 4 or 6 of this Article IV).

- (A) Voting Rights. The holders of each share of Series A Stock shall be: (1) entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Stock could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 4 of this Article IV, except as otherwise expressly provided in this Section 8 or as required by law, voting together with the Common Stock and/or any other Preferred Stock as a single class; and (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).
- (B) Election of Board Member. The holders of the Series A Stock, voting as a class with the holders of all other series of Preferred Stock that may be hereafter designated in accordance with this ARTICLE IV, shall be entitled to elect one (1) member of the Board of Directors of the Company. If, at any time there are any shares of Series A Stock issued and outstanding, specific persons are required to be elected to the Board of Directors pursuant to the Company's then current Articles of Incorporation, as

amended, Bylaws or any shareholders or voting agreement concerning the Company, then, notwithstanding any contrary provisions of the Bylaws or any shareholders agreement or voting agreement, the number of members of the Board of Directors shall be increased by one without the necessity of a vote of the shareholders to that number that is one greater than such number of specific persons and such additional director shall be elected pursuant to the provisions of this Section 8(B).

- (C) Liquidation Preference. Upon a Liquidation Event (as defined below) the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.1710 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "**Series A Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Series A Preferred Amount, then the entire assets and funds of the Company legally available for distribution shall be divided between the shares on a pro rata basis. "**Liquidation Event**" means: (1) the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; (2) the consolidation or merger of the Company with or into any other Company or Companys, other corporate reorganization in which the Company is not the surviving entity (unless the shareholders of the Company hold more than 50% of the voting power of the surviving Company); or (3) a sale of all or substantially all of the assets of the Company (unless the shareholders of the Company hold more than 50% of the voting power of the purchasing entity).

- (D) Conversion. The holders of Series A Stock shall have conversion rights as follows:

- (1) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock.
- (2) Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock immediately prior to the closing of the sale of shares of the Company's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction

under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

- (E) Issuance of Preferred Stock with Rights, Privileges and Preferences Superior to the Series A Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, as amended, issue all or any portion of the remaining authorized and unissued Preferred Stock (the "**Additional Preferred Stock**") with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, that are **superior to those of the previously designated and issued Series A Preferred Stock** of the Company, if, and only if: (1) upon the original issuance of all or any portion of such Additional Preferred Stock the Company raises not less than Two Hundred Fifty Thousand Dollars (\$250,000.00) in equity capital; (2) the per share purchase price for each share of the Additional Preferred Stock is equal to or greater than \$0.1710, subject to adjustment for splits and recapitalization events; and (3) no dividend or liquidation preference so designated is in excess of the per share purchase price for each share of the Additional Preferred Stock, subject to adjustment for splits and recapitalization events. This Section 8(E) shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this Article IV.

2. Except as modified hereby, the Articles of Incorporation of the Company shall be and remain in full force and effect.

3. All of the shareholders and the board of directors of the Company unanimously approved this First Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of this 28<sup>TH</sup> day of September, 2011.

  
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Dana L. Gowen, II, President and CEO