

P12000043266

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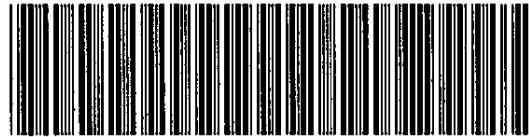
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 APR -4 PM 2:08

V HERRING
APR - 6 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RED GIANT ENTERTAINMENT, INC.
Name of Corporation

DOCUMENT NUMBER: P12000043266

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BENNY R. POWELL

Name of Contact Person

RED GIANT ENTERTAINMENT, INC.

Firm/Company

614 E. HWY 50, SUITE 235

Address

CLERMONT, FL 34711

City/State and Zip Code

Benny@redgiantentertainment.com

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

For further information concerning this matter, please call:

Benny R. Powell

407

484-0002

Name of Contact Person at () Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

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 CORRECTION

For

Red Giant Entertainment, Inc.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

2017 APR -4 PM 2:08

P12000043266

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct Articles of Merger
(Document Type Being Corrected)


filed with the Department of State on March 6, 2017
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

All references to an exchange ratio of common stock being other than 1:1 are corrected to reflect that
exchange ratio of common stock is one (1) to one (1).

Correct the inaccuracy, incorrect statement, or defect:

(See attached page)


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

Benny R. Powell

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35.00

ARTICLE IV is corrected as follows with double underlining representing additions and strikethroughs representing deletions:

4.1 On the Effective Date, (i) each outstanding share of Common Stock of REDG, par value \$0.0001 per share (the "REDG Common Stock") shall be converted into ~~0.0001~~ one (1) shares of common stock, par value \$0.0001 per share, of REDG-FL (the "REDG-FL Common Stock"), (ii) and each outstanding share of REDG-FL Common Stock held by REDG shall be retired and canceled; and (iii) each outstanding share of REDG Common Stock repurchased by REDG shall be retired and canceled. In addition, on the Effective Date, each outstanding share of REDG Series Z Preferred Stock, par value \$0.0001 per share ("REDG Preferred Stock"), shall be converted into one (1.0) shares of REDG-FL Series Z Preferred Stock, par value \$0.0001 per share (the "REDG-FL Preferred Stock"). The powers, designations, preferences, and rights of the REDG-FL Preferred Stock are described in more detail in the REDG-FL Articles, attached hereto as Exhibit A.

4.2 All options and rights to acquire REDG Common Stock, and all outstanding warrants or rights outstanding on the Effective Date to purchase REDG Common Stock, will automatically be converted into equivalent options, warrants and rights to purchase ~~0.0001~~ one (1) times the same number of shares of REDG-FL Common Stock at ~~1/1000th~~ of the same exercise, conversion or strike price of such converted options, warrants and rights.

~~4.3 In lieu of issuing fractional shares of REDG-FL Common Stock or options or warrants to purchase fractional shares of REDG-FL Common Stock, to the extent that a holder's shares of REDG Common Stock, when aggregated together with shares of the same class, do not convert into whole shares of REDG-FL Common Stock, the resulting fractional shares shall be rounded up to the closest full one hundred (100) shares. To the extent that a holder's options to purchase REDG Common Stock, when aggregated together, do not convert into options to purchase whole shares of REDG-FL Common Stock, the resulting fractional shares shall be rounded up to the closest full one hundred (100) shares of REDG-FL Common Stock. To the extent that a holder's warrants to purchase REDG Common Stock, when aggregated together, do not convert into warrants to purchase whole shares of REDG-FL Common Stock, the resulting fractional shares shall be rounded up to the closest full one hundred (100) shares of REDG-FL Common Stock.~~

4.4 After the Effective Date, (i) certificates representing shares of REDG Common Stock will represent unadjusted pre-split shares of REDG-FL Common Stock, and (ii) certificates representing shares of REDG Preferred Stock will represent shares of REDG-FL Preferred, and upon surrender of the same to the transfer agent for REDG, who also shall serve as the transfer agent for REDG-FL, the holder thereof shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of REDG-FL Common Stock or REDG-FL Preferred Stock into which such shares of REDG Common Stock, REDG Preferred Stock, shall have been converted pursuant to Articles 4.1 and ~~4.3~~ 4.2.