

R. WHITE



November 13, 2013

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

Re: First Amendment to the Articles of Incorporation for Compdesigns, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the original signed first amendment to the articles of incorporation for Compdesigns, 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 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

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

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander'.

Edward R. Alexander, Jr.

Enclosures

**FIRST AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COMPDESIGNS, INC.**

FILED
13 NOV 14 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Compdesigns, Inc., a Florida corporation (the "**Company**"), by and through its Directors (prior to the issuance of shares of stock), hereby adopts this First Amendment to the Articles of Incorporation of the Company originally filed on August 29, 2013 (the "**Articles of Incorporation**").

1. Pursuant to §§607.0821, 607.0704, and 607.1003, Florida Statutes, on November 13, 2013, the shareholders of the Company and the Board of Directors of the Company unanimously adopted and approved this First Amendment to the Articles of Incorporation of the Company.

2. The following replaces Article IV of the Articles of Incorporation:

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 Twelve Million Eight Hundred Thousand (12,800,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Eight Million Five Hundred Thousand (8,500,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "Common Stock"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. Four Million Three Hundred Thousand (4,300,000) number of authorized shares of capital stock shall be designated as preferred stock (the "Preferred Stock"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.


Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of 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 any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of 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 any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, upon the occurrence of a Liquidating Event (as defined below) 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. **"Liquidating Event"** means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 7. Consideration for Stock. 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.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 13th day of November, 2013.



Christopher A. Preisler, President