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Amend
①a 5/5/14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RED CARPET DIGITAL INC.**

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The Articles of Incorporation of Red Carpet Digital Inc., filed under Florida Secretary of State Document Number P14000031921 on April 8, 2014, are hereby amended as follows:

1. Article IV of the Articles of Incorporation is hereby amended and shall read as follows:

The authorized capital stock of the Corporation shall consist of two (2) classes of common stock:

- Ten million (10,000,000) shares of Class A common stock, No Par Value; and
- Two million (2,000,000) shares of Class B common stock, No Par Value.

2. Each share of Class A stock shall carry one vote on all matters that come to a vote of the shareholders and shall participate on all distributions on a pari passu basis with Class B shares.

3. Only shares of Class B common stock: (a) shall have a preference of voting rights in all matters of the Corporation that come to a vote of the shareholders of the Corporation whereby, each Class B common share voted shall be counted as ten (10) votes in the overall voting tally; (b) each Class B share may convert, at the option of the Class B stockholder, into one (1) Class A common share; and (c) each Class B share shall share on a pari passu basis with the Class A common stock in any distribution by the Corporation.

4. This amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Dated this 15th day of April, 2014.


Marsha L. Wright, Secretary