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DATE: 9/20/16

NAME: SKYFIDELITY, INC

TYPE OF FILING: AMENDMENT

COST: 43.75

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AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to read "Abbie", with a long horizontal flourish extending to the right.

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**ARTICLES OF AMENDMENT OF
SKYFIDELITY, INC.**

16 SEP 20 AM 9:32

SECRETARY OF STATE

Pursuant to the provisions of § 607.1006 Florida Statutes (2007), this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

New Principal Address of the Company

5020 Campus Drive
Newport Beach, Ca 92660

New Mailing Address of the Company

5020 Campus Drive
Newport Beach, Ca 92660

Amending Officers and Directors

<u>Type of Action</u>	<u>Position</u>	<u>Name</u>	<u>Address</u>
<u>Change</u>	CEOD	Tim Peabody	5020 Campus Drive Newport Beach, Ca 92660
<u>X Add</u>			
<u>Remove</u>			
<u>Change</u>	P	Robert Buck	210 Palm Isand Drive SW Clearwater Beach, FL 33767
<u>Add</u>			
<u>X Remove</u>			
<u>Change</u>	CFO	Alan Bailey	5020 Campus Drive Newport Beach, Ca 92660
<u>X Add</u>			
<u>Remove</u>			

Article IV shall hereby be amended and read as follows:

"We are authorized to issue up to 500,000,000 shares of common stock, with a par value of \$0.0001 per share and 5,000,000 Preferred shares, with a par value of \$0.0001 per share, also granted to or imposed upon the respective classes of shares or the holders thereof is as follows:

A. Common Shares. The terms of the 500,000,000 Common Shares of the corporation shall be as follows:

(1) Dividends. Whenever cash dividends upon the Preferred Shares of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declared and set apart for payment, such dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.

(2) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.

(3) Voting rights. Each holder of a Common Share shall have one vote in respect of each share of such stock held by him. There shall not be cumulative voting.

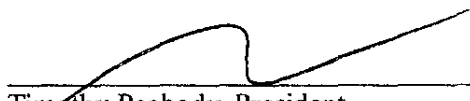
B. Preferred Shares. Prior to the issuance of any of the Preferred Shares, the Board of Directors shall determine the number of Preferred Shares to then be issued from the five hundred thousand (500,000) shares authorized, and such shares shall constitute a series of the Preferred Shares. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of a series shall have preferences, limitations, and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the shares of such series shall have preferences, limitations, and relative rights identical with all other series of the Preferred Shares. Preferred Shares may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and preferences of the Common Shares and any other series of the Preferred Shares. Also, any series of the Preferred Shares may have voting rights.

SECOND: The date of the adoption of this Article of Amendment shall be September 7, 2016.

THIRD: The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed and executed this 16 day of September 2016.

Signature:


Timothy Peabody, President