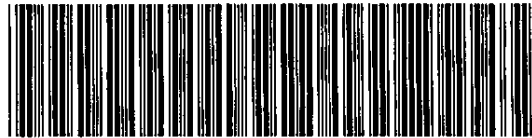


P160000061908

(Requestor's Name)



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Articles of Amendment
to
Articles of Incorporation
of

FILED
DIVISION OF CORPORATIONS
16 NOV 30 AM 8:12

Your Active World Holdings Inc.

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

PILED0000161908

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent: -

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Your Active World
735 Island Way
Clearwater Beach
FL

Jane Elizabeth
Barnes
610-574-0353

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|-----------------------------|-----------------------------|-----------------------------|
| 1) <input checked="" type="checkbox"/> Change | <u>D</u> | <u>Peggy Lee</u> | <u>6450 Peggy St</u> |
| <input type="checkbox"/> Add | | | <u>Baton Rouge, LA</u> |
| <input type="checkbox"/> Remove | | | <u>70808</u> |
| 2) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 3) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 4) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 5) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 6) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Matter regards Article 607.0601 and the issuance of a new class of stock. Class A Non-Voting Preferred Stock. Kindly see attachment for detail as to the new shares. See Exhibit A for complete description

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

November 22, 2016
Dated _____

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

Jane Elizabeth Bambach

(Typed or printed name of person signing)

President

(Title of person signing)

EXHIBIT A

Authorized Capital

The aggregate total number of all shares that the Corporation is authorized to issue is 25,000,000.

Class A Shares of Common Stock

The Corporation is authorized to issue a single class of shares of Common Stock. The total number of shares authorized is 20,000,000 shares and each share will have no par value.

The Class A voting, non-cumulative shares of common stock will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Preferred Stock

The Corporation is authorized to issue 5,000,000 shares of Preferred Stock. The Preferred Stock may from time to time and in the sole discretion of the Board of Directors be issued as one or more classes without series or, may from time to time be issued in one or more series. If the shares of Preferred Stock are issued in one or more classes or series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each class or series, determine the designation and fix the rights, privileges, preferences, restrictions, limitations and conditions attaching to the shares of each class or series but always subject to the limitations set out in the Articles of Incorporation.

8. Preemptive Rights

The shareholders of the Corporation shall not have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage.