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(Requestor's Name)

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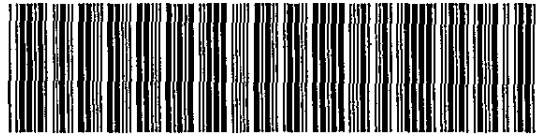
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL

Amend.

G. Coulllette NOV 15 2004



October 29, 2004

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Secretary of State,

Please file the enclosed Articles of Amendment to the Articles of Incorporation of Video Without Boundaries, Inc. We have included a self addressed stamped envelope to return a stamped copy for our records.

Please call me at 954-527-7780 if you have any questions or comments.

Sincerely,

A handwritten signature in black ink, appearing to read "V. Jeffrey Harrell", with a long, sweeping horizontal line extending to the right.

V. Jeffrey Harrell
President and CEO

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
VIDEO WITHOUT BOUNDARIES, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE IV
SHARES**

4.1. The capital stock of this corporation shall consist of 100,000,000 shares of common stock, no par value and 5,000,000 shares of preferred stock.

4.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on October 29, 2004 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Amended Articles of Incorporation on November 1, 2004.


Jeffrey Harrell, President

Subscribed and Sworn on November 1, 2004

Before me:  Hugh M. Bowen
My Commission DD173373
Expires December 22, 2006


Notary Public
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FL