

P970000 92145

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

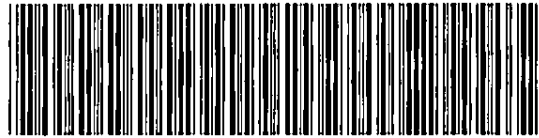
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DATE: 06/13/2025

NAME: GOLIATH NATIONAL, INC

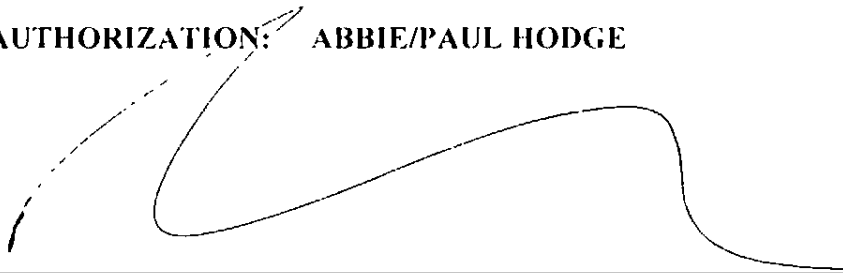
TYPE OF FILING: AMENDMENT

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AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GOLIATH NATIONAL, INC.

DOCUMENT NUMBER: P97000092145

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan Leinwand
_____ Name of Contact Person
Jonathan D. Leinwand P.A.
_____ Firm/ Company
18305 Biscayne Blvd Suite 200
_____ Address
Aventura, FL 33160
_____ City/ State and Zip Code
jonathan@jdlpa.com
_____ E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan Leinwand	at (	954	)	903-7856
_____ Name of Contact Person				_____ Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

GOLIATH NATIONAL, INC.

2025 JUL 13 PM 3:08
FILED

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

P97000092145

(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:

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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

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

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

Please see attached Certificate of Designations for Preferred Series C,D,E and G shares.

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)

Please see attached Certificate of Designations for Preferred Series C,D,E and G shares.

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 incorporators, or board of directors without shareholder action and shareholder action was not required.

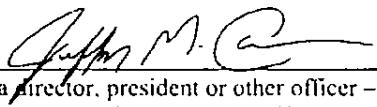
☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ 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)

Dated _____

Signature 
(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)

Jeffrey M. Canouse

(Typed or printed name of person signing)

Chief Executive Officer and Director

(Title of person signing)

***CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND
RIGHTS OF SERIES C CONVERTIBLE
PREFERRED STOCK, \$.0333 PAR VALUE PER SHARE***

The Automotive Resource Network Holdings, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation (the "**Board**") on December 5, 2011 in accordance with the provisions of its Certificate of Incorporation (as amended and restated through the date hereof, the "**Certificate of Incorporation**") and Bylaws. The authorized series of the Corporation's previously-authorized preferred stock shall have the following preferences, privileges, powers and restrictions thereof, as follows:

RESOLVED, that pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Certificate of Incorporation and by-laws of the Corporation, each as amended or amended and restated through the date hereof, the Board hereby authorizes a series of the Corporation's previously authorized preferred stock (the "**Preferred Stock**"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges, powers and restrictions thereof as follows:

I. NAME OF THE CORPORATION

The Automotive Resource Network Holdings, Inc.

II. DESIGNATION AND AMOUNT; DIVIDENDS

A. Designation. The designation of said series of preferred stock shall be Series C Convertible Preferred Stock, \$.0333 par value per share (the "**Series C Preferred Stock**").

B. Number of Shares. The number of shares of Series C Preferred Stock authorized shall be three million (3,000,000). Each share of Series C Preferred Stock shall have a stated value equal to \$.0333 (as may be adjusted for any stock dividends, combinations or splits with respect to such shares) (the "**Series C Stated Value**").

C. Dividends: Initially, there will be no dividends due or payable on the Series C Preferred Stock. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this Certificate, which the Board shall promptly file or cause to be filed.

III. LIQUIDATION RIGHTS.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holder of Series C Preferred shall be entitled to receive, on parity with the holders Common Stock, assets of the Corporation available for distribution to the holders of capital stock of the Corporation. The Series C Preferred shall not have any priority or preference with respect to any distribution of any of the assets of the Corporation. Neither a consolidation or merger of the Corporation with another corporation or other entity nor a sale, transfer, lease or exchange of all or part of the Corporation's assets will be considered a liquidation, dissolution or winding up of the affairs of the Corporation for purposes of this Article III.

IV. **CONVERSION.** In the event of a conversion of shares (the "**Conversion**") of Series C Preferred Stock to shares of common stock, par value \$.0333 per share (the "**Common Stock**"), each one share of Series C Preferred Stock shall be converted into two (2) shares of Common Stock.

A. **Conversion at the Option of the Holder.** (a) Each share of Series C Preferred Stock is convertible, in whole or in part, at the option of the holder thereof ("**Optional Conversion**"), into two shares of Common Stock (the "**Conversion Rate**").

B. **Mechanics of Conversion.** The conversion right of a holder shall be exercised by the holder of shares of Series C Preferred Stock by the surrender to the Corporation of the certificates representing shares of Series C Preferred Stock to be converted at any time during usual business hours at its principal place of business or the offices of the Transfer Agent, accompanied by written notice to the Corporation that the holder elects to convert all or a portion of the shares of Series C Preferred Stock represented by such certificate and specifying the name or names (with address) in which a certificate or certificates or other appropriate evidence of ownership representing shares of Common Stock are to be issued and (if so required by the Corporation or the Transfer Agent) by a written instrument or instruments of transfer in form reasonably satisfactory to the Corporation or the Transfer Agent duly executed by the holder of Series C Preferred Stock or its duly authorized legal representative. The date on which a holder of Series C Preferred Stock satisfies the foregoing requirements for conversion is referred to herein as the "**Conversion Date.**" The Corporation will deliver shares of Common Stock due upon conversion. Immediately prior to the close of business on the Conversion Date, each converting holder of Series C Preferred Stock shall be deemed to be the holder of record of the shares of Common Stock issuable upon conversion of such holder's Series C Preferred Stock notwithstanding that the share register of the Company shall then be closed or that certificates or other appropriate evidence of ownership representing such Common Stock shall not then be actually delivered to such holder. On the Conversion Date, all rights with respect to the shares of Series C Preferred Stock so converted, including the rights, if any, to receive notices, will terminate, except the rights of holders thereof to (a) receive certificates or other appropriate evidence of ownership representing the number of whole shares of Common Stock into which such shares of Series C Preferred Stock have been converted and (b) exercise the rights to which they are entitled as holders of Common Stock

C. **Settlement upon Conversion.** The Company shall satisfy its obligation to deliver shares of Common Stock upon conversion of Series C Preferred Stock by delivering to holders of Series C Preferred Stock surrendering shares for conversion the applicable number of shares in accordance with the Conversion Rate, as soon as practicable after the third Trading Day (but in no event later than the fifth Business Day) following the Conversion Date.

D. **No Fractional Shares.** No fractional shares of Common Stock will be issued from the Conversion of the Series C Preferred Stock. If the Conversion of Series C Preferred Stock would result in the issuance of a fractional share of Common Stock to a holder (aggregating all shares of Series C Preferred Stock being converted pursuant to a given Conversion), then the Corporation shall issue one share of Common Stock to each holder of Series C Preferred Stock with a fractional share as the result of the Conversion.

V. **RANK**

All shares of the Series C Preferred Stock shall rank (i) senior to the Corporation's Common Stock, par value \$.001 per share (the "**Common Stock**"), and any other class or series of capital stock of the Corporation hereafter created, (ii) *pari passu* with the Series A Convertible Preferred Stock and any class or series of capital stock of the Corporation hereafter created and specifically ranking, by its terms, on par

with the Series C Preferred Stock and (iii) junior to Series B Preferred Stock and any class or series of capital stock of the Corporation hereafter created specifically ranking, by its terms, senior to the Series C Preferred Stock, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

VI. VOTING RIGHTS

Each one share of the Series C Preferred Stock shall have voting rights equal to one (1) vote of Common Stock. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series C Preferred Stock shall vote together with the holders of Common Stock, without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Certificate of Incorporation or by-laws.

VII. MISCELLANEOUS

A. Status of Converted or Redeemed Stock: In case any shares of Series C Preferred Stock shall be redeemed or otherwise repurchased or reacquired, the shares so redeemed, repurchased, or reacquired shall resume the status of authorized but unissued shares of preferred stock, and shall no longer be designated as Series C Preferred Stock.

B. Lost or Stolen Certificates: Upon receipt by the Corporation of (i) evidence of the loss, theft, destruction or mutilation of any Preferred Stock Certificate(s) and (ii) in the case of loss, theft or destruction, indemnity (with a bond or other security) reasonably satisfactory to the Corporation, or in the case of mutilation, the Preferred Stock Certificate(s) (surrendered for cancellation), the Corporation shall execute and deliver new Preferred Stock Certificates. However, the Corporation shall not be obligated to reissue such lost, stolen, destroyed or mutilated Preferred Stock Certificates if the holder of Series C Preferred Stock contemporaneously requests the Corporation to convert such holder's Series C Preferred Stock.

C. Waiver: Notwithstanding any provision in this Certificate of Designation to the contrary, any provision contained herein and any right of the holders of Series C Preferred Stock granted hereunder may be waived as to all shares of Series C Preferred Stock (and the holders thereof) upon the unanimous written consent of the holders of the Series C Preferred Stock.

D. Notices: Any notices required or permitted to be given under the terms hereof shall be sent by certified or registered mail (return receipt requested) or delivered personally, by nationally recognized overnight carrier or by confirmed facsimile transmission, and shall be effective five (5) days after being placed in the mail, if mailed, or upon receipt or refusal of receipt, if delivered personally or by nationally recognized overnight carrier or confirmed facsimile transmission, in each case addressed to a party as set forth below, or such other address and telephone and fax number as may be designated in writing hereafter in the same manner as set forth in this Section.

If to the Corporation:

The Automotive Resource Network Holdings, Inc.
375 Park Avenue, Suite 2607
New York, New York 10152
Attention: Kathleen Robertson;
Telephone: 214- 354-0700
Facsimile: 214-347-0750

If to the holders of Series C Preferred Stock, to the address listed in the Corporation's books and records.

IN WITNESS WHEREOF, the undersigned has signed this certificate as of the 5th day of December, 2011.

THE AUTOMOTIVE RESOURCE NETWORK HOLDINGS, INC.

By: /s/ Kathleen Robertson

Name: Kathleen Robertson

Title: President and Chief Executive
Officer

A handwritten signature in black ink, appearing to read 'Kathleen Robertson', written over a horizontal line.

THE AUTOMOTIVE RESOURCE NETWORK HOLDINGS, INC.

**WRITTEN CONSENT OF THE SOLE MEMBER
OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING**

December 5, 2011

In lieu of a special meeting of the Board of Directors (the "**Board**") of The Automotive Resource Network Holdings, Inc., a Florida corporation (the "**Company**"), the undersigned, being the majority voting member of the Board, hereby consents to and adopts the following resolutions and takes the following actions by written consent, said actions to have the same force and effect as if duly adopted and duly taken at a meeting of the Board duly called and held for such purpose on the date first set forth above, with a full quorum present and acting throughout.

WHEREAS, the Amended Articles of Incorporation of the Company in the form attached hereto as Exhibit A (the "**Articles of Incorporation**") authorizes the Board to issue, from time to time, shares of preferred stock of the Company (the "**Preferred Stock**") in one or more series, to establish from time to time the number of shares to be included in such series, to fix the designation, powers, preferences and other rights of the shares of each such series and to fix the qualifications, limitations and restrictions thereon; and

WHEREAS, the Board desires to establish Series C Convertible Preferred Stock of the Company ("**Series C Preferred**"), establish the number of shares of Preferred Stock that will constitute Series C Preferred and designate the terms, rights, preferences, privileges, qualifications, limitations and restrictions of such Series C Preferred as set forth in the Certificate of Designation attached hereto as Exhibit B ("**Certificate of Designation**").

NOW THEREFORE BE IT:

RESOLVED, that pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Articles of Incorporation and by-laws of the Company, each as amended or amended and restated through the date hereof, the Board hereby authorizes the Series C Preferred, and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges, powers and restrictions thereof; and be it further

RESOLVED, that there be three million (3,000,000) shares of Series C Preferred; and be it further

RESOLVED, that Series C Preferred have the terms, rights, preferences, privileges, qualifications, limitations and restrictions set forth in the Certificate of Designation; and be it further

RESOLVED, that the filing of the Certificate of Designation with the Secretary of State of the State of Florida be, and it hereby is, authorized and approved; and be it further

RESOLVED, that the officer of the Company, be, and hereby is, authorized and directed to make all arrangements, to pay all such fees and expenses, to do and perform all such acts and things and to execute and deliver or file, in the name and on behalf of the Company, all such instruments, reports, notices, consents, waivers, certificates and other documents, as such officer may deem necessary or appropriate to effectuate the foregoing resolutions or otherwise in connection with the transactions described in or contemplated herein (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or by the execution of such instruments, reports and documents); and be it further

RESOLVED, that any action taken by any director, officer, employee or agent of the Company on or prior to the date hereof in furtherance of any of the foregoing matters be, and each such action hereby is, approved, ratified and confirmed in all respects as the action and deed of the Company; and be it further

RESOLVED, that this written consent of the sole director of the Company be filed with the minutes of meetings of the Board and shall be treated for all purposes as action taken at a meeting.

[-signature page follows-]

The undersigned, by affixing her signature hereto, does hereby consent to, authorize and approve the foregoing actions in her capacity as the sole director of The Automotive Resource Network Holdings, Inc. as of the date first written above.



Kathleen Robertson

**AMENDMENT TO CERTIFICATE OF DESIGNATIONS, PREFERENCES,
RIGHTS AND LIMITATIONS OF
SERIES D PREFERRED STOCK
October 21, 2012**

1.1. DESIGNATION AND NUMBER OF SHARES. 39,000,000 shares of Series D Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), are authorized pursuant to Article 4 of the Corporation's Amended Certificate of Incorporation (the "Series D Preferred Stock" or "Series D Preferred Shares").

1.2. DIVIDENDS. The holders of Series D Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

1.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series D Preferred Stock, the holders of the Series D Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series D Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series D Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series D Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

1.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series D Preferred Stock shall be convertible at par value \$0.00001 per share (the "Series D Preferred"), at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock") equal to the price of the Series D Preferred Stock as stated in 2.6 of the Bylaws, divided by the par value of the Series D Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2.50 price per share of Series D Preferred Stock, and a par value of \$0.0001 per share for Series D Preferred each share of Series D Preferred Stock would be convertible into 250,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series D Preferred Stock of the holder's intention to convert the shares of Series D Stock, together with the holder's stock certificate or certificates evidencing the Series D Preferred Stock to be

converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series D Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series D Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series D Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series D Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series D Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series D submitting such conversion notice.

(d) Shares of Series D Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series D Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

1.5 VOTING RIGHTS. Each share of Series D Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

1.6 PRICE.

(a) The initial price of each share of Series D Preferred Stock shall be \$0.005

(b) The price of each share of Series D Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a

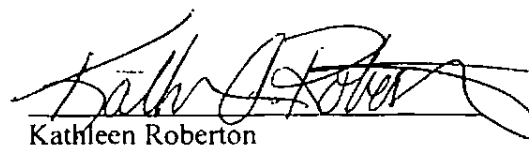
resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

1.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series D Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

RESOLVED, that this written consent shall be filed with the minutes of meetings of the Board and shall be treated for all purposes as action taken at a meeting.

[-Signature page follows -]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Member of the Board of Directors in Lieu of a Special Meeting, effective as of the date set forth above.



Kathleen Robertson

**CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND
LIMITATIONS OF
SERIES E PREFERRED STOCK
October 21, 2012**

1.1. DESIGNATION AND NUMBER OF SHARES. 70,000,000 shares of Series E Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), are authorized pursuant to Article 4 of the Corporation's Amended Certificate of Incorporation (the "Series E Preferred Stock" or "Series E Preferred Shares").

1.2. DIVIDENDS. The holders of Series E Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

1.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series E Preferred Stock, the holders of the Series E Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series E Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series E Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series E Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

1.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series E Preferred Stock shall be convertible at par value \$0.00001 per share (the "Series E Preferred"), at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock") equal to the price of the Series E Preferred Stock as stated in 2.6 of the Bylaws, divided by the par value of the Series E Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2.50 price per share of Series E Preferred Stock, and a par value of \$0.0001 per share for Series E Preferred each share of Series E Preferred Stock would be convertible into 250,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series E Preferred Stock of the holder's intention to convert the shares of Series E Stock, together with the holder's stock certificate or certificates evidencing the Series E Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series E Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series E Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series E Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series E Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series E Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series E submitting such conversion notice.

(d) Shares of Series E Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series E Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

1.5 VOTING RIGHTS. Each share of Series E Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

1.6 PRICE.

(a) The initial price of each share of Series E Preferred Stock shall be \$2.50.

(b) The price of each share of Series E Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

1.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series E Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

RESOLVED, that this written consent shall be filed with the minutes of meetings of the Board and shall be treated for all purposes as action taken at a meeting.

[-Signature page follows -]

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Member of the Board of Directors in Lieu of a Special Meeting, effective as of the date set forth above.


Kathleen Robertson

**AMENDMENT TO THE
BYLAWS
OF
The Automotive Resource Network Holdings, Inc.**

Pursuant to the Article of Incorporation, and the Laws of the State of Florida, the following action is taken and approved by the Board of Directors of The Automotive Resource Network Holdings, Inc. by unanimous written consent as if a meeting had been properly called and held and all the directors were present at the meeting and voted in favor of such action:

All of the Directors of The Automotive Resource Network Holdings, Inc. have unanimously approved the following amendment to the Bylaws of this corporation:

A NEW ARTICLE VII-A. is added as follows:

ARTICLE VII-A., SECTION 1.

**CERTIFICATE OF DESIGNATIONS, PREFERENCES,
RIGHTS AND LIMITATIONS
OF SERIES G PREFERRED STOCK**

1.1. DESIGNATION AND NUMBER OF SHARES. 5,000,000 shares of Series G Preferred Stock, par value \$0.00001 per share (the "Preferred Stock"), are authorized pursuant to Article II of the Corporation's Amended Certificate of Incorporation (the "Series G Preferred Stock" or "Series G Preferred Shares").

1.2. DIVIDENDS. The holders of Series G Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

1.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series G Preferred Stock, the holders of the Series G Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series G Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series G Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series G Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

1.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series G Preferred Stock shall be convertible at par value \$0.00001 per share (the "Series G Preferred"), at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.00001 per share (the "Common Stock") equal to the price of the Series G Preferred Stock as stated in 2.6 of the Bylaws, divided by the par value of the Series G Preferred, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming 1000 shares of Series G Preferred are converted to common, and the common par value is \$0.00001 then each 1000 shares of Series G Preferred shall convert to 100,000,000 shares of Company's Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series G Preferred Stock of the holder's intention to convert the shares of Series G Stock, together with the holder's stock certificate or certificates evidencing the Series G Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series G Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series G Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series G Preferred Shares as provided herein shall be duly and validly issued and fully paid and non-assessable. Effective as of the Conversion Date, such converted Series G Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series G Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series G submitting such conversion notice.

(d) Shares of Series G Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 2.4(a) prior to the reverse split. The conversion rate of shares of Series G Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

1.5 VOTING RIGHTS. Each share of Series G Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

1.6 PRICE.

(a) The initial price of each share of Series G Preferred Stock shall be \$2.50.

(b) The price of each share of Series G Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

1.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series G Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

**Adopted this 20th day of March, 2013
by all the Directors of the corporation.**


Kathy Robertson, Chief Executive Officer