

STATE OF NEVADA

**BARBARA K. CEGAVSKE**

*Secretary of State*

**JEFFERY LANDERFELT**

*Deputy Secretary  
for Commercial Recordings*



**Commercial Recordings Division**

*202 N. Carson Street  
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**OFFICE OF THE  
SECRETARY OF STATE**

ALLIANCE CREATIVE GROUP, INC.

**Job: C20161010-1044**

October 10, 2016

NV

**Special Handling Instructions:**

24HR AMENDMENT EMAIL 10/10 CNS

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20160447335-55	10/10/2016 10:52:05 AM	1	\$825.00	\$825.00
24 Hour Expedite	20160447335-55	10/10/2016 10:52:05 AM	1	\$125.00	\$125.00
Total					\$950.00

**Payments**

Type	Description	Amount
Credit	4761448714886077303083	\$950.00
Total		\$950.00

**Credit Balance: \$0.00**

**Job Contents:**

File Stamped Copy(s):

1

ALLIANCE CREATIVE GROUP, INC.

NV



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*090204\*

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20160447335-55</b> Filing Date and Time <b>10/10/2016 10:52 AM</b> Entity Number <b>C15312-2000</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:  
Alliance Creative Group, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

The total number of common shares authorized have been increased to Two Billion Nine Hundred Million shares (2,900,000,000) of stock with par value of (\$0.0001)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 59.1%

4. Effective date and time of filing: (optional) Date: 10/05/2016 Time: noon  
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

*Steven M. Harris*

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
Revised: 1-5-15

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**ALLIANCE CREATIVE GROUP, INC.**

**FIRST.** The name of the corporation is:

**Alliance Creative Group, Inc.**

**SECOND.** Its registered office in the State of Nevada is located at Incorp Services, Inc., 2360 Corporate Circle, Suite 400, Henderson, Nevada, 89074-7722 that this Corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside of Nevada as well as within the State of Nevada.

**THIRD.** The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law;
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized;
- (C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law;
- (D) Shall have power to sue and be sued in any court of law or equity;
- (E) Shall have power to make contracts;
- (F) Shall have power to hold, purchase and convey real and personal estate

and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries;

- (O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof;
- (P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes; and
- (Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

**FOURTH.** That the total number of common stock authorized that may be issued by the Corporation is TWO BILLION NINE HUNDRED MILLION (2,900,000,000) shares of stock (\$.0001) par value and the total number of preferred stock authorized that may be issued by the Corporation is TEN MILLION (10,000,000) shares (\$.0001) par value and no other class of stock shall not be authorized. The description of the Preferred Stock with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications and rights thereof are as follows:

- (A) Preferred Stock may be issued, from time to time, in one or more Series, each of such Series to have such terms as are stated and expressed herein and in the resolutions providing for the issue of such Series adopted by the Board of Directors as hereinafter provided.
- (B) The Board of Directors, subject to the provisions hereof, may classify or reclassify any unissued Shares of Preferred Stock into one or more Series of Preferred Stock by fixing or altering in any one or more respects, from time to time, before issuance of such unissued Shares:
  - (i) The distinctive designation of such Series and the number of Shares to constitute such Series;
  - (ii) The annual dividend rate on the Shares of such Series, the time of payment, whether or not dividends thereon shall be cumulative, and, if cumulative, the date or dates from which such dividends shall be cumulative;

been designated for such Series, and all Series shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of Section (2) hereof.

- (D) The Preferred Stock is senior to the Common Stock, and the Common Stock is subject to the rights and preferences of the Preferred Stock as herein set forth.
- (E)
  - (i) The holders of Preferred Stock of each Series shall be entitled to receive, and the Corporation shall be bound to pay, out of any funds legally available for such purpose, when and as declared by the Board of Directors, cash dividends thereon at such rate and payable at such times as shall be fixed and determined for such Series as herein set forth. Dividends with respect to each Series of Preferred Stock shall be cumulative or non-cumulative, as determined by the Board of Directors, and shall accrue from such date or dates as shall have been fixed and determined with respect to such Series by the Board of Directors as herein provided.
  - (ii) In no event, so long as any Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, or any distribution be made or ordered in respect of, the Common Stock or any other class of stock ranking junior to the Preferred Stock, or any moneys be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of Shares of Common Stock or of any other such junior class of stock, unless:
    - (a) Full cumulative dividends on the Preferred Stock of all Series for all past dividend periods shall have been paid with respect to any outstanding Preferred Shares having cumulative dividend rights, and the full dividend on all outstanding Shares of Preferred Stock of all Series for the then current dividend period, if any, shall have been paid or declared and set apart for payment; and
    - (b) The Corporation shall have set aside all amounts, if any, theretofore required to be set aside as and for sinking funds, if any, for the Preferred Stock of all Series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been made good.
  - (iii) Subject to the foregoing provisions respecting the Preferred Stock, and not otherwise, dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared and paid upon the Common Stock, from time to time, out of any funds legally available therefor, and no holder of any Shares of any Series of Preferred Stock, as such, shall be entitled to participate in any such dividend.

Corporation shall be distributed ratably to all outstanding Shares of Preferred Stock of all Series in proportion to the full preferential amount to which each Share is entitled. Neither a consolidation nor a merger of the Corporation with or into any other corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution, or winding up within the meaning of this section.

- (I) The Preferred Stock shall not be convertible, except to the extent that any one or more Series thereof may be issued with the privilege of conversion as may be determined by the Board of Directors prior to issuance of any Shares of such Series as herein set forth. If the Shares of any Series are so issued with the privilege of conversion, then, at the option of the respective holders thereof, the Preferred Stock of such Series shall be convertible into a number of fully paid and non-assessable Shares of the Common Stock or any other class of stock of the Corporation at the conversion rate, or upon payment to the Corporation of the conversion price, which is in effect for the Preferred Stock of such Series at the time of such conversion. The initial conversion rate or conversion price (including, in the latter case, the number of Shares of Common Stock or other class of stock issuable upon conversion), and the terms and conditions of conversion for each Series issued with the privilege of conversion shall be fixed and determined by the Board of Directors as hereinafter provided. Such conversion price or conversion rate, with respect to any such Series, may be subject, from time to time, to adjustment by virtue of issuance of securities or rights to purchase securities of the Corporation, or upon any capital reorganization or reclassification of the Common Stock of the Corporation, or the consolidation or merger of the Corporation, or the sale, conveyance, lease, or other transfer by the Corporation of all or substantially all of its property, or in other circumstances, all to the extent and in the manner fixed and determined by the Board of Directors as herein set forth.

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- (J) Shares of any Series of Preferred Stock which have been issued and reacquired in any manner by the Corporation (including Shares redeemed, Shares purchased and retired, and Shares which, if convertible or exchangeable, have been converted into or exchanged for Shares of stock of any other class, classes, or Series) shall have the status of authorized and unissued Shares of Preferred Stock and may be reissued as a part of the Series of which they were originally a part, or may be reclassified and reissued as part of a new Series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, or as part of any other Series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in any resolution or resolutions adopted by the Board of

The name and post office address of a current member of the Board of Directors is listed as follows:

**NAME**

Steven M. St. Louis

**POST OFFICE ADDRESS**

1066 National Parkway  
Schaumburg, Illinois 60173

**SIXTH.** The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

**SEVENTH.** The name and post office address of the Corporate Officer and Director signing this Amended and Restated Articles of Incorporation is as follows:

**NAME**

Steven M. St. Louis

**POST OFFICE ADDRESS**

1066 National Parkway  
Schaumburg, Illinois 60173

**EIGHTH.** The resident agent for this corporation shall be:

**INCORP SERVICES, INC.**

The address of said agent, and, the registered or statutory address of this corporation in the state of Nevada, shall be:

2360 Corporate Circle, Suite 400, Henderson, Nevada, 89074-7722

**NINTH.** The corporation is to have perpetual existence.

**TENTH.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized, subject to the By-Laws, if any, adopted by the Stockholders:

- A) to make, alter or amend the By-Laws of the Corporation;
- B) to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation;
- C) by resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board

American Arbitration Association ("AAA"). AAA shall designate three (3) arbitrators from an approved list of arbitrators following review by the Company and the person(s) asserting any said dispute, controversy or claim (with deletion of those arbitrators on the approved list having a conflict of interest with either party). Each party in any said dispute, controversy or claim shall pay its own expenses associated with such arbitration. A demand for arbitration shall be made within a reasonable time after the claim, dispute or other matter has arisen and in no event shall such demand be made after the date when institution of legal or equitable proceedings based on such claim, dispute or other matter in question would be barred by the applicable statutes of limitations. The decision of the arbitrators shall be rendered within sixty (60) days of submission of any claim or dispute, shall be in writing and mailed to all the parties included in the arbitration. The decision of the arbitrators shall be binding upon the parties and judgment in accordance with that decision may be entered in any court having jurisdiction thereof upon approval of the Corporation.

**FOURTEENTH** This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, **THE UNDERSIGNED**, being the President and Chairman of the Board hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file this Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 4th day of October 2016.



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Steven M. St. Louis, President &  
Chairman of the Board