

STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

August 22, 2007

Job Number: C20070822-0634
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20070574563-19	Amendment	3 Pages/1 Copies



Respectfully,

ROSS MILLER
Secretary of State

By

Certification Clerk

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

SECRETARY OF STATE



CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **WATCHIT TECHNOLOGIES, INC.**, did on May 21, 2007, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 22, 2007.



ROSS MILLER
Secretary of State

By

Certification Clerk

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Filing Acknowledgement

May 21, 2007

Job Number
C20070521-1962

Corporation Number
E0357762007-1

Filing Description
Articles of Incorporation

**Document Filing
Number**
20070350540-06

Date/Time of Filing
May 21, 2007 02:20:25 PM

Corporation Name
WATCHIT TECHNOLOGIES, INC.

Resident Agent
NATIONAL REGISTERED AGENTS, INC.
OF NV

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
Secretary of State
208 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 6708
Website: secretaryofstate.biz

Articles of Incorporation
(PURSUANT TO NRS 78)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number
	20070350540-06
	Filing Date and Time
	05/21/2007 2:20 PM
Entity Number	E0357762007-1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	WatchIT Technologies, Inc.		
2. Resident Agent Name and Street Address: <i>(must be a Nevada address where process may be served.)</i>	National Registered Agents, Inc. of NV Name 1000 East William Street, Suite 204 Carson City Nevada 89701 (MANDATORY) Physical Street Address City Zip Code (OPTIONAL) Mailing Address City State Zip Code		
3. Shares: <i>(number of shares corporation is authorized to issue)</i>	Number of shares with par value: 75,000,000	Per value per share: \$0.001	Number of shares without par value:
4. Names & Addresses of the Board of Directors/Trustees: <i>(each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than 3 directors/trustees)</i>	1. Frank A. Moody, II Name 1 Town Square Blvd., Suite 347 Asheville NC 28803 Street Address City State Zip Code 2. Julie C. Snipes Name 1 Town Square Blvd., Suite 347 Asheville NC 28803 Street Address City State Zip Code 3. Name Street Address City State Zip Code		
5. Purpose: <i>(optional - see instructions)</i>	The purpose of this Corporation shall be: Technology Development Company		
6. Name, Address and Signature of Incorporator: <i>(attach additional page if more than 1 incorporator)</i>	Meghan Record Name 26520 Agoura Road Address	 Signature Calabesse City	CA 91302 State Zip Code
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. Authorized Signature of R. A. or On Behalf of R. A. Company Date 5/21/07		

This form must be accompanied by appropriate fees.

Nevada Secretary of State - Form 78 Articles 2007
Revised 01/01/07

Incorporator's Certificate
of
WatchIT Technologies, Inc.

I, Meghan Record, the sole Incorporator of WatchIT Technologies, Inc., a(n) Nevada corporation formed in accordance with the laws of that state, sign this statement to set forth action taken as follows:

FIRST: I state that the Certificate of Incorporation of WatchIT Technologies, Inc., a true copy of which is annexed to this statement, was filed with the Department of State of Nevada on 05/21/2007.


SECOND: The by-laws annexed to this statement have been adopted by me as the bylaws of WatchIT Technologies, Inc.

THIRD: The following persons have been nominated and elected by me as directors of WatchIT Technologies, Inc. to hold office until the first annual meeting of shareholders and until their successors are elected and qualify:

Frank A. Moody, II
Julie C. Snipes

FOURTH: I hereby assign all my rights, responsibilities, and duties as incorporator of WatchIT Technologies, Inc. to the above-named Directors. After execution of this Certificate, the Incorporator named herein shall have no rights, responsibilities, or duties in regards to this corporation.

The foregoing is established by my signature on this instrument at 26520 Agoura Road, Calabasas, California 91302, on 05/21/2007.

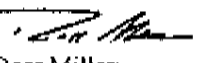


Meghan Record, Incorporator



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 6708
 Website: secretaryofstate.biz

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20070574563-19 Filing Date and Time 08/22/2007 8:30 AM Entity Number E0357762007-1
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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:

WATCHIT TECHNOLOGIES, INC.

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

ARTICLE 3. AUTHORIZED SHARES

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have the authority to issue is Three Hundred Million (300,000,000) shares, par value \$0.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have the authority to issue is Thirty Million (30,000,000) shares, \$0.0001 par value.

(CONTINUED ON FOLLOWING PAGES)

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: 100%

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required):

X 

*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 of limitations or restrictions on the voting power thereof.

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

This form must be accompanied by appropriate fees.

ARTICLE 3. Continued**AUTHORIZED STOCK.**

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefore, subject to any prior rights accruing to any holders of preferred stock of the Company. Upon liquidation or dissolution of the Company, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions

of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

4. The Corporation elects not to be governed by the terms and provisions of Sections 78.378 through 78.3793, inclusive, and Sections 78.411 through 78.444, inclusive, of the Nevada Revised Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision.
5. In addition, the Corporation elects not to be governed by the terms and provisions of Sections 78.2055 and NRS 78.207 of the Nevada Revised Statutes (as the same may be amended, superseded, or replaced by any successor section, statute, or provision) requiring shareholder approval of forward and reverse splits in cases where there is no corresponding increases or decrease in and to the number of Authorized shares of the class or series subject to the forward or reverse split so that, therefore, shareholder approval will not be required for the Board of Directors of this Corporation to authorize forward and reverse splits of this Corporation's securities without corresponding increases or decreases in and to the number of Authorized shares of the class or series subject to the forward or reverse split.
6. No amendment to these Articles of Incorporation, directly or indirectly, by merger or consolidation or otherwise, having the effect of amending or repealing any of the provisions of this Third Article, shall apply to or have any effect on any transaction involving acquisition of control by any person, or any transaction with an interested shareholder, or any Board action with respect to Sections 78.2055 and 78.207 NRS, occurring prior to such amendment or repeal.

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
WATCHIT TECHNOLOGIES, INC.**

WATCHIT TECHNOLOGIES, INC., a Nevada corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article III of the Articles of Incorporation of the Corporation is hereby amended with the addition of paragraphs 7, 8 and 9 to read as follows:

ARTICLE III.

7. Designation and Description of Series A Preferred Stock. The Company hereby designates ten million (10,000,000) shares of its authorized but unissued Preferred Stock as Series A Preferred Stock. The Series A Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

(a) Voting. Holders of the Series A Preferred Stock shall be entitled to one hundred (100) votes for each share of Series A Preferred Stock held of record on the record date. Holders of the Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors.

(b) Dividends. The shares of Series A Preferred Stock are not entitled to any dividend or distribution in preference to the Common Stock.

(c) Conversion. The holders of record of shares of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Conversion Exercise. Each share of Series A Preferred Stock shall be entitled to convert into 50 shares of Common Stock. The Conversion Rights may be exercised at any time by the holder of the shares of Series A Preferred Stock, but conversion shall occur at the discretion of the Company at any time after a registration statement, if any is ever filed, to register the shares of the Common Stock underlying both the shares of Series A Preferred Stock has been declared effective by the United States Securities and Exchange Commission.

(ii) Mechanics of Conversion. Before any holder of shares of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Company or any transfer agent for such stock, and shall give written notice to the Company ("Conversion Notice") at such office that he elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for such shares of Common Stock to be issued. The Company shall, as soon as practicable thereafter and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(iii) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reclassification or change of outstanding shares of Common Stock, or in case of any consolidation or merger of the Company with or into another Company, or in case of any sale or conveyance to another Company of all or substantially all of the property of the Company, each holder of shares of the Series A Preferred Stock then outstanding shall have the right thereafter, so long as his conversion right hereunder shall exist, to convert such shares into the kind and number or amount of shares of stock and other securities and property receivable upon such reclassification, change, consolidation, merger, sale or conveyance, by a holder of the number of shares of Common Stock of the Company into which such shares of the Series A Preferred Stock might have been converted immediately before such reclassification, change, consolidation, merger, sale, or conveyance; provided, that effective provision shall be made, in the articles or certificate of incorporation of the resulting or surviving Company or otherwise, so that the provisions set forth herein for the protection of the Conversion Rights of the Series A Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series A Preferred Stock remaining outstanding or other convertible preferred stock received by the holders in place thereof; and provided, further, that any such resulting or surviving Company shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of the Series A Preferred Stock remaining outstanding, or other convertible preferred stock received by the holders in place thereof, shall be entitled to receive, and to make provisions for the protection of the conversion right as above provided.

The subdivision or combination of shares of Common Stock at any time outstanding into a greater or lesser number of shares of Common Stock (whether with or without par value), such as a forward or reverse stock split, shall not be deemed to be a reclassification of the shares of Common Stock of the Company for the purposes of this subparagraph (iii). In the event of a forward stock split of Common Stock, then there shall be a pro rata adjustment to the conversion rights available to the holders of Series A Preferred Stock so that these shares have the same relative voting and conversion rights and benefits after the forward split. In the event of a reverse stock split of Common Stock, there shall be no affect, adjustment or change to the outstanding shares of Series A Preferred Stock or the conversion or voting rights thereto.

(iv) No Impairment. The Company will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph

(c) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock against impairment.

(v) Notices of Record Date. In the event of (x) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or (y) a consolidation or merger of the Company with or into any other Company or other corporate reorganization in which the Company is not the surviving entity, the Company shall mail to each holder of Series A Preferred Stock at least thirty (30) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, or action and the amount and character of such dividend, distribution, security or right or action .

(vi) Issue Taxes. The Company shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the Company shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(vii) Reservation of Stock Issuable Upon Conversion or Exchange. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion or exchange of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series A Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(viii) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the Company shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the Market Value of such fraction on the date of conversion or exchange.

(d) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Series A Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Company. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph (d) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten

(10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Company.

(e) Liquidation. The holders of record of shares of Series A Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, an amount equal to that which would have been payable if the Series A Preferred Stock had been redeemed on the date of such payment ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the Company are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series A Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the Company been sufficient to make such payments in full. The holders of record of Series A Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

8. Designation and Description of Series B Preferred Stock. The Company hereby designates five million (5,000,000) shares of its authorized but unissued Preferred Stock as Series B Preferred Stock. The Series B Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

(a) Voting. Holders of the Series B Preferred Stock shall be entitled to one (1) vote for each share of Series B Preferred Stock held of record on the record date. Holders of the Series B Preferred Stock shall be entitled to vote on all matters submitted to a vote of stockholders, but may not cumulate their votes for the election of directors.

(b) Dividends. The shares of Series B Preferred Stock are not entitled to any dividend or distribution in preference to the Common Stock.

(c) Conversion. The holders of record of shares of Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Conversion Exercise. Each share of Series B Preferred Stock shall be convertible into a number of shares of Common Stock based on a discount of 20% from the market price for the Common Stock on the date of conversion.

The Conversion Rights may exercised by the holder of the shares of Series B Preferred Stock at any time after 90 days from the date of issuance; however, conversion shall occur at the discretion of the Company at any time after a registration statement, if any is ever filed, to register the shares of the

Common Stock underlying the shares of Series B Preferred Stock has been declared effective by the United States Securities and Exchange Commission.

For purposes of conversion, each share of Series B Preferred Stock shall have a deemed value of \$1.00. The value of the Common Stock for conversion shall be determined based on the average of the closing "bid" price for the Company's common stock for each of the ten (10) consecutive trading days immediately prior to the date the holder or Company, as the case may be, gives notice of conversion of the shares of Series B Preferred Stock, less a discount of twenty percent (20%). For example, if, on the date of the conversion notice, the 10-day average closing sale price of the Company's Common Stock is \$.25 per share, then, after applying the 20% discount, each share of Common Stock shall have a "purchase price" of \$.20 for the purposes of conversion of the shares of Series B Preferred Stock. In this example, a holder of Series B Preferred Stock would receive five (5) shares of Common Stock for each share of Series B Preferred Stock converted.

(ii) Mechanics of Conversion. Before any holder of shares of Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Company or any transfer agent for such stock, and shall give written notice to the Company ("Conversion Notice") at such office that he elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for such shares of Common Stock to be issued. The Company shall, as soon as practicable thereafter and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(iii) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reclassification or change of outstanding shares of Common Stock, or in case of any consolidation or merger of the Company with or into another Company, or in case of any sale or conveyance to another Company of all or substantially all of the property of the Company, each holder of shares of the Series B Preferred Stock then outstanding shall have the right thereafter, so long as his conversion right hereunder shall exist, to convert such shares into the kind and number or amount of shares of stock and other securities and property receivable upon such reclassification, change, consolidation, merger, sale or conveyance, by a holder of the number of shares of Common Stock of the Company into which such shares of the Series B Preferred Stock might have been converted immediately before such reclassification, change, consolidation, merger, sale, or conveyance; provided, that effective provision shall be made, in the articles or certificate of incorporation of the resulting or surviving Company or otherwise, so that the provisions set forth herein for the protection of the Conversion Rights of the Series B Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series B Preferred Stock remaining outstanding or other convertible preferred stock received by the holders in place thereof; and provided, further, that any such resulting or surviving Company shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of the Series B Preferred Stock remaining outstanding, or other convertible preferred stock received by the holders in place thereof, shall be entitled to receive, and to make provisions for the protection of the conversion right as above provided.

The subdivision or combination of shares of Common Stock at any time outstanding into a greater or lesser number of shares of Common Stock (whether with or without par value), such as a forward or reverse stock split, shall not be deemed to be a reclassification of the shares of Common Stock of the Company for the purposes of this subparagraph (iii). In the event of a forward stock split of Common Stock, then there shall be a pro rata adjustment to the conversion rights available to the holders of Series B Preferred Stock so that these shares have the same relative voting and conversion rights and benefits after the forward split. In the event of a reverse stock split of Common Stock, there shall be no affect, adjustment or change to the outstanding shares of Series B Preferred Stock or the conversion or voting rights thereto.

(iv) No Impairment. The Company will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph

(c) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series B Preferred Stock against impairment.

(v) Notices of Record Date. In the event of (x) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or (y) a consolidation or merger of the Company with or into any other Company or other corporate reorganization in which the Company is not the surviving entity, the Company shall mail to each holder of Series B Preferred Stock at least thirty (30) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, or action and the amount and character of such dividend, distribution, security or right or action .

(vi) Issue Taxes. The Company shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series B Preferred Stock pursuant hereto; provided, however, that the Company shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(vii) Reservation of Stock Issuable Upon Conversion or Exchange. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion or exchange of the shares of Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series B Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(viii) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series B Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the Company shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the Market Value of such fraction on the date of conversion or exchange.

(d) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Series B Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Company. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph (d) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten

(10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Company.

(e) Liquidation. The holders of record of shares of Series B Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, an amount equal to that which would have been payable if the Series B Preferred Stock had been redeemed on the date of such payment ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the Company are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series B Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the Company been sufficient to make such payments in full. The holders of record of Series B Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

9. Designation and Description of Series C Preferred Stock. The Company hereby designates one million (1,000,000) shares of its authorized but unissued Preferred Stock as Series C Preferred Stock. The Series C Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

(a) Voting. Holders of the Series C Preferred Stock shall be entitled to one (1) vote for each share of Series C Preferred Stock held of record on the record date. Holders of the Series C Preferred Stock shall be entitled to vote on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors.

(b) Dividends. The shares of Series C Preferred Stock are not entitled to any dividend or distribution in preference to the Common Stock.

(c) Conversion. The holders of record of shares of Series C Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Conversion Exercise. Each share of Series C Preferred Stock shall be entitled to convert into 6 shares of the Company's Common Stock. The Conversion Rights may be exercised at any time after twelve (12) months from the date of issue by the holder of the shares of Series C Preferred Stock, but conversion shall occur at the discretion of the Company at any time after a registration statement, if any is ever filed, to register the shares of the Common Stock underlying both the shares of Series C Preferred Stock has been declared effective by the United States Securities and Exchange Commission.

(ii) Mechanics of Conversion. Before any holder of shares of Series C Preferred Stock shall be entitled to convert the same into share of Common Stock, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Company or any transfer agent for such stock, and shall give written notice to the Company ("Conversion Notice") at such office that he elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for such shares of Common Stock to be issued. The Company shall, as soon as practicable thereafter and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series C Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(iii) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reclassification or change of outstanding shares of Common Stock, or in case of any consolidation or merger of the Company with or into another Company, or in case of any sale or conveyance to another Company of all or substantially all of the property of the Company, each holder of shares of the Series C Preferred Stock then outstanding shall have the right thereafter, so long as his conversion right hereunder shall exist, to convert such shares into the kind and number or amount of shares of stock and other securities and property receivable upon such reclassification, change, consolidation, merger,

sale or conveyance, by a holder of the number of shares of Common Stock of the Company into which such shares of the Series C Preferred Stock might have been converted immediately before such reclassification, change, consolidation, merger, sale, or conveyance; provided, that effective provision shall be made, in the articles or certificate of incorporation of the resulting or surviving Company or otherwise, so that the provisions set forth herein for the protection of the Conversion Rights of the Series C Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series C Preferred Stock remaining outstanding or other convertible preferred stock received by the holders in place thereof; and provided, further, that any such resulting or surviving Company shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of the Series C Preferred Stock remaining outstanding, or other convertible preferred stock received by the holders in place thereof, shall be entitled to receive, and to make provisions for the protection of the conversion right as above provided.

The subdivision or combination of shares of Common Stock at any time outstanding into a greater or lesser number of shares of Common Stock (whether with or without par value), such as a forward or reverse stock split, shall not be deemed to be a reclassification of the shares of Common Stock of the Company for the purposes of this subparagraph (iii). In the event of a forward stock split of Common Stock, then there shall be a pro rata adjustment to the conversion rights available to the holders of Series C Preferred Stock so that these shares have the same relative voting and conversion rights and benefits after the forward split. In the event of a reverse stock split of Common Stock, there shall be no affect, adjustment or change to the outstanding shares of Series C Preferred Stock or the conversion or voting rights thereto.

(iv) No Impairment. The Company will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this paragraph

(c) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series C Preferred Stock against impairment.

(v) Notices of Record Date. In the event of (x) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or (y) a consolidation or merger of the Company with or into any other Company or other corporate reorganization in which the Company is not the surviving entity, the Company shall mail to each holder of Series C Preferred Stock at least thirty (30) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, or action and the amount and character of such dividend, distribution, security or right or action .

(vi) Issue Taxes. The Company shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series C Preferred Stock pursuant hereto; provided, however, that the Company shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(vii) Reservation of Stock Issuable Upon Conversion or Exchange. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion or exchange of the shares of Series C Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series C Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(viii) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series C Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series C Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the Company shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the Market Value of such fraction on the date of conversion or exchange.

(d) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Series C Preferred Stock shall be deemed given upon confirmed transmission by facsimile or teletype or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Company. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph (d) shall be deemed given upon confirmed transmission by facsimile or teletype or ten

(10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Company.

(e) Liquidation. The holders of record of shares of Series C Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, an amount equal to that which would have been payable if the Series C Preferred Stock had been redeemed on the date of such payment ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the Company are insufficient to make such payments in full, then the available assets will be distributed among the

holders of Series C Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the Company been sufficient to make such payments in full. The holders of record of Series C Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

2. The foregoing Amendment was adopted on September 6, 2007, by the Board of Directors by unanimous written consent. This Amendment was adopted without shareholder action since shareholder action was not required as set forth in Article III, paragraph 3 of the Articles of Incorporation.

3. Except as amended hereby, the rest and remainder of the Corporation's Articles of Incorporation shall be and remain in full force and effect.

4. This Amendment shall become effective upon filing.

Dated this 6th day of September, 2007.

WATCHIT TECHNOLOGIES, INC.


By: /s/ Frank A. Moody

Frank A. Moody, II,
President



ROSS MILLER
Secretary of State

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of 	Document Number 20100593460-40
Ross Miller Secretary of State State of Nevada	Filing Date and Time 08/09/2010 9:45 AM
	Entity Number E0357762007-1

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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:

WATCHIT TECHNOLOGIES, INC.
E0357762007-1

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

CURRENTLY:

PAR SHARE: 500,000,000.00
VALUE: 0.0001

CHANGE TO:

PAR SHARE: 1,500,000,000.00
VALUE: 0.0001

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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: **Majority Vote**

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

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: 7-1-08



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



090201

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100951710-76
	Filing Date and Time 12/22/2010 3:11 PM
	Entity Number E0357762007-1

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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:

WATCHIT TECHNOLOGIES, INC.
 E0357762007-1

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

ARTICLE 3 AUTHORIZED SHARES

1. The corporation is authorized to issue the following shares of capital stock:

(b) Preferred Stock The aggregate number of Preferred Stock which the corporation shall have the authority to issue is One Hundred and Fifty Million (150,000,000) shares, \$0.0001 par value.

(CONTINUED ON THE FOLLOWING PAGES)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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:

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

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: 3-8-09

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
WATCHIT TECHNOLOGIES, INC.**

WATCHIT TECHNOLOGIES, INC., a Nevada corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article III of the Articles of Incorporation of the Corporation is hereby amended with the modification to paragraphs 7 and 8 and the replacement of paragraph 9 to read as follows:

ARTICLE III

Paragraph 7 is amended to read as follows:

7. Designation and Description of Series A Preferred Stock. The Company hereby designates thirty million (30,000,000) shares of its authorized but unissued Preferred Stock as Series A Preferred Stock. The Series A Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

Paragraph 8 is amended to read as follows:

8. Designation and Description of Series B Preferred Stock. The Company hereby designates one hundred thousand (100,000) shares of its authorized but unissued Preferred Stock as Series B Preferred Stock. The Series B Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

Paragraph 9 is deleted in its entirety and replaced with the following:

9. Designation and Description of Series C Preferred Stock. The Company hereby designates one hundred million (100,000,000) shares of its authorized but unissued Preferred Stock as Series C Preferred Stock. The Series C Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

a) Conversion into Common Stock.

(i) Right to Convert. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after twelve (12) months from the date of issuance (the "Conversion Date"), into a number of share of fully paid and non-assessable share of Common Stock based upon the price per share of the Common stock, based on the average of the closing bid price for the Company's common stock

for each of the five (5) consecutive trading days immediately prior to the date the holder gives notice to the Corporation of their intent to convert Unit(s). After a holding period of twelve (12) months, however, certificate holders shall receive a conversion discount to market of twenty (20%) percent ("Conversion Ratio"). A Floor Price of \$0.001 applies regardless of when conversion takes place.

(ii) Mechanics of Conversion.

Before any holder shall be entitled to convert, he/she shall surrender the certificate or certificates representing Series C Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series C Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid. The Corporation will round down any fractional shares resulting in the calculation of Common shares. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series C Preferred Stock to be converted.

(iii) Adjustments to Conversion Ratio. (a) Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series C Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series C Preferred Stock into shares of Common Stock pursuant to this Section 3 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series C Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 4(a). Unless otherwise set forth by the Board of Directors, the Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock. However, once the Series C Preferred Stock has been converted to Common Stock, it shall be subject to all corporate actions that affect or modify the common stock.

(iv) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the

terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series C Preferred Stock against impairment.

(v) **Common Stock Reserved.** The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series C Preferred Stock.

b) Warrants.

(i) Purchasers of this Offering shall receive one (1) Warrant for every Preferred share received as part of an exchange, or through outright purchase of Preferred shares. For every Warrant, shareholders can buy twenty (20) shares of Common stock at a price of five cents (\$0.05) per share. Separate Warrant certificates will be issued at the time Preferred shares are distributed. All warrants not exercised within 1,095 calendar days from the original issue date of the Series C Preferred Stock shall expire.

c) Liquidation Preference.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(a) The holders of the Series C Preferred Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$2.50 per share with respect to each share of Series C Preferred Stock.

(b) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series C Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(c) After payment of the full amounts to the holders of Series C Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(ii) For purposes of this Section (c), and unless a majority of the holders of the Series C Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 4, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

d) Voting Rights.

Except as otherwise required by law, the holders of Series C Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single Series upon any matter submitted to the stockholders for a vote as follows: (i) the holders of each series of Preferred Stock shall have one vote for each full share of Common Stock into which a Share of such series would be convertible on the record date for the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date.

e) Reissuance.

No share or shares of Series C Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series C Preferred Stock Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series C Preferred Stock of the Corporation.

f) Anti-dilution

Shares of Series C 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 (a) prior to the reverse split. The conversion rate for shares of Series C 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.