

Form 426
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
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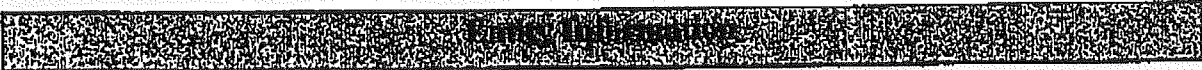
Resolution Relating to a
Series of Shares

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FILED
In the Office of the
Secretary of State of Texas

MAY 24 2011

Corporations Section



The name of the corporation is:

Apple Rush Company, Inc.

State the name of the entity as currently shown in the records of the secretary of state.

The file number issued to the filing entity by the secretary of state is: 148251600



- A copy of a resolution establishing and designating a series of shares is attached.
- A copy of a resolution increasing or decreasing the number of shares in an established series is attached.
- A copy of a resolution deleting an established series is attached.
- A copy of a resolution amending an established series is attached.



The resolution was adopted by all necessary action on the part of the corporation on:

03/15/2011

mm/dd/yyyy



- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____


C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:



The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: May 23, 2011



President

Signature and title of authorized officer

**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
APPLE RUSH CO., INC.**

The undersigned, being the sole director of Apple Rush Co., Inc. (APRU), a Texas corporation (the "Corporation"), hereby consents to and adopt the following resolutions pursuant to the provisions of Texas Statutes.

WHEREAS, the Board of Directors of the Corporation deems it advisable to create 5,000,000 shares of Series A Preferred stock, the terms and conditions which are set forth in detail in Exhibit A attached hereto and include the following key terms:

- o Includes voting rights;
- o The value of each Preferred Share shall be set to one dollar (\$1.00);
- o Preferred Shares shall be converted back into Common Shares at a 20 percent (20%) discount to market based upon the ten (10) day average closing price;
- o Minimum Holding Period before Conversion back to Common is Twelve (12) months from the date on the Convertible Preferred Certificate;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation create Series A Preferred stock having the terms and conditions hereto contained in Exhibit A.

RESOLVED FURTHER, that the officers of the Corporation, acting singly, for and on behalf of the Corporation, are hereby authorized to execute any and all documents and perform any and all acts that they, in their sole discretion, deem necessary or appropriate to affect the aforesaid Resolution.

IN WITNESS WHEREOF, the undersigned director of Apple Rush Co., Inc. does hereby execute this Consent to Action to be effective the 15th day of March, 2011.


Robert Corr, President

EXHIBIT A
Series A Convertible Preferred Shares of Apple Rush Company, Inc.

(1) Designation and Rank. The series "Series A Convertible Preferred Stock" consists of 5,000,000 shares, valued at One (\$1.00) Dollar per share. The Series A Convertible Preferred shall be senior to the common stock.

(2) Conversion into Common Stock.

(a) Right to Convert. Each share of Series A Convertible Preferred shall be convertible, at the option of the holder thereof, at any time after one (1) year from the date of issuance (the "Conversion Date") into a number of share of fully paid and non-assessable shares of Common Stock based upon the price per share of the Common stock, 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 gives notice to the Corporation of their intent to convert Unit(s), less a discount of twenty percent (20%) (the "Conversion Ratio").

(b) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series A Convertible Preferred 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 the holder 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 A Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(c) Adjustments to Conversion Ratio. 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, each holder shall have the option to either (i) convert such holder's shares of Series A Convertible Preferred into shares of Common Stock pursuant to this Section 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 A Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. 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 reclassification of the Common Stock. However, once the Series A Convertible Preferred has been converted to Common Stock, it shall be subject to all corporate actions that affect or modify the common stock.

(d) 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 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 A Convertible Preferred against impairment.

(e) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a 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 A Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 60 days of the date in which its reserves become insufficient for conversion.

(3) Liquidation Preference.

(a) 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:

(1) The holders of the Series A Convertible Preferred shall be entitled to receive, prior to the holders of Common 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 \$1.00 per share with respect to each share of Series A Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series A Convertible Preferred 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 A Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series A Convertible Preferred 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).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series A Convertible Preferred 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 3, 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.

(4) Voting Rights. The holders of the Series A Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows. The holders of each share of Series A Convertible 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.

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