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Division of Corporations

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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
ELITE DATA SERVICES, INC.

Certificate of Status	0
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend & NLC

Electronic Filing Menu

Corporate Filing Menu

Help

Articles of Amendment
to
Articles of Incorporation
of

ELITE DATA SERVICES, INC.

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

F55701

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

WOD Retail Solutions Inc.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

720 S. Colorado Blvd., PH North

Denver, CO 80246

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

Same as above

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>DST</u>	<u>Sarah Myers</u>	<u>720 S. Colorado Blvd., PH North</u>
<input type="checkbox"/> Add			<u>Denver, CO 80246</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>ST</u>	<u>Richard Phillips</u>	<u>720 S. Colorado Blvd., PH North</u>
<input checked="" type="checkbox"/> Add			<u>Denver, CO 80246</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

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

Amendment to the Amended and Restated Articles of Incorporation of Elite Data Services Inc. (SEE ATTACHED).

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

**ELITE DATA SERVICES, INC.
ACTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING
EFFECTIVE AS OF AUGUST 4, 2017**

In conformity with Florida Statutes and the by-laws of ELITE DATA SERVICES, INC., a Florida corporation (the "Corporation"), the undersigned, being all of the directors of the Corporation, hereby consents to and adopts the following resolutions and takes the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Board of Directors of the Corporation duly called and convened for such purpose on the date first set forth above, with a full quorum present and acting throughout:

WHEREAS, the Corporation deems it to be in the best interest to approve and consent to the following corporation actions:

- (a) To change of corporate name from Elite Data Services Inc. to *WOD Retail Solutions Inc.*
- (b) To increase the authorized capital stock of the Corporation to 10,500,000,000 shares, of which 10,000,000,000 shares shall be Common stock, par value \$0.0001, and 500,000,000 shares shall be preferred stock, par value \$0.0001, as set forth on the proposed Amendment to the Amend and Restated Articles of Incorporation, attached hereto as Exhibit A;
- (c) To pre-approve of up to 1 for 10,000 reverse stock split, which shall be effected at the sole discretion of the Board of Directors at any time on or before December 31, 2017, and after the date that is 20 calendar days after the mailing of a Schedule 14C Information Statement.

THEREFORE, BE IT:

RESOLVED, that the Board of Directors do hereby approve and ratify the following corporation actions:

- (a) To change of corporate name from Elite Data Services Inc. to *WOD Retail Solutions Inc.*
- (b) To increase the authorized capital stock of the Corporation to 10,500,000,000 shares, of which 10,000,000,000 shares shall be Common stock, par value \$0.0001, and 500,000,000 shares shall be preferred stock, par value \$0.0001, as set forth on the proposed Amendment to the Amend and Restated Articles of Incorporation, attached hereto as Exhibit A;
- (c) To pre-approve of up to 1 for 10,000 reverse stock split, which shall be effected at the sole discretion of the Board of Directors at any time on or before December 31, 2017, and after the date that is 20 calendar days after the mailing of Schedule 14C Information Statement.

RESOLVED FURTHER, that each of the officers of the Corporation be, and they hereby are, authorized and empowered to execute and deliver such documents, instruments and papers and to take any and all other action as they or any of them may deem necessary or appropriate of the purpose of carrying out the intent of the foregoing resolutions and the transactions contemplated thereby; and that the authority of such officers to execute and deliver any such documents, instruments and papers and to take any such other action shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

RESOLVED FURTHER, that each appropriate individual be, and the same hereby is, authorized, empowered, and directed for, in the name of, and on behalf of the Corporation to execute, acknowledge and deliver all other documents, instruments, certificates, supplemental agreements or other writings to which the Corporation is or will be a party and relating to this convertible note, for and on behalf of and in the name of the Corporation, with such changes in the terms and conditions thereof, and any amendments, modifications, and supplementations thereto, as the individual executing the same shall, in his sole discretion, deem necessary or appropriate and in the best interest of the Corporation, with his

signature thereon being conclusive evidence that he did so deem any such changes to be necessary or appropriate and in the best interests of the Corporation; and, be it

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

RESOLVED FURTHER, that any and all actions previously taken, which are consistent and in accordance with the intents and purposes of the foregoing resolutions, be, and the same hereby are, in all respects and for all purposes, authorized, approved, adopted, ratified, and confirmed as the official acts and deeds of the Corporation; and, be it

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

RESOLVED FURTHER, that this Action by Unanimous Written Consent may be executed in any number of counterparts and when each director has executed at least one counterpart, the foregoing resolutions shall be deemed adopted and in full force and effect as of the date hereof. All such counterparts of which together shall constitute one and the same instrument; and, be it

RESOLVED FURTHER, that this Action by Unanimous Written Consent shall be filed with the minutes of meetings of the Board of Directors of the Corporation and shall be treated for all purposes as action taken at a meeting duly called, convened, and held in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, has executed this Action by Unanimous Written Consent as of the date first above written.



Brenton Mix



Richard K. Phillips

Exhibit A

**AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ELITE DATA SERVICES, INC**

ELITE DATA SERVICES, INC., a corporation organized and existing under the laws of the State of Florida, does hereby certify that:

1. The original Articles of Incorporation were filed with the Secretary of State of Florida on November 23, 1981;
2. The Articles of Amendment of the Articles of Incorporation were filed with the Secretary of State of Florida on May 13, 1982;
3. The Articles of Amendment of the Articles of Incorporation were filed with the Secretary of State of Florida on September 15, 2011;
4. The Articles of Amendment of the Articles of Incorporation were filed with the Secretary of State of Florida on December 4, 2013; and
5. The Amended and Restated Articles of Incorporation corporation were filed with the Secretary of State of Florida on October 21, 2016; and
6. The following Amendment to the Amended and Restated Articles of Incorporation was duly proposed by the Corporation's Board of Directors and adopted by the Corporation's stockholders in accordance with the provisions of corporation statutes of State of Florida.

AMENDMENT TO ARTICLE 1

FIRST: The name of the Corporation shall be **WOD RETAIL SOLUTIONS, INC.**

AMENDMENT TO ARTICLE 4

FOURTH: The total number of shares of stock of all classes which the Corporation shall have authority to issue is 10,500,000,000 shares, of which 10,000,000,000 shares shall be Common Stock of the par value of \$.0001 each (hereinafter called "Common Stock") and 500,000,000 shares shall be Preferred Stock of the par value of \$.0001 each (hereinafter called "Preferred Stock").

The designations and the powers, preferences, and rights and the qualifications, limitations, or restrictions thereof of the shares of each class are as follows:

1. The Common or Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, and such designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations, or restrictions thereof as are stated and expressed herein or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.
2. Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article FOURTH and to the limitations prescribed by law, to authorize the issue of one or more series of Common or Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issue of such series the voting powers, full or limited, if any, of the shares of such series and the designations, preferences,

and relative, participating, optional, or other special rights and the qualifications, limitations, or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:

- (a) The designation of such series.
 - (b) The dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock, and whether such dividends shall be cumulative or noncumulative.
 - (c) Whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices, and other terms and conditions of such redemption.
 - (d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series.
 - (e) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of the Corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange.
 - (f) The extent, if any, to which the holders of the shares of such series shall be entitled to vote with respect to the election of directors or otherwise.
 - (g) The restrictions, if any, on the issue or reissue of any additional Common or Preferred Stock.
 - (h) The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of the Corporation ("Liquidation Preferences").
3. Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Common or Preferred Stock, the holders of any such series and class of stock shall vote together and not as a separate class except as specifically provided by subsequent resolution or resolutions of the Board of Directors or as otherwise required by law. Subject to such restrictions as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Common or Preferred Stock, any amendment to the Articles of Incorporation which shall increase or decrease the authorized stock of any class or classes may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the stock of the Corporation entitled to vote for the election of directors ("Voting Stock").
4. No holder of stock of any class of the Corporation shall have, as such holder, any preemptive or preferential right of subscription to any stock of any class of the Corporation or to any obligations convertible into stock of the Corporation, issued or sold, or to any right of subscription to, or to any warrant or option for the purchase of any thereof, other than such (if any) as the Board of Directors of the Corporation, in its discretion, may determine from time to time.
5. The Corporation may from time to time issue and dispose of any of the authorized and unissued shares of Common or Preferred Stock for such consideration not less than its par value, as may be fixed from time to time by the Board of Directors, without action by the stockholders. The Board of Directors may provide for payment therefore to be received by the Corporation in cash, property, or services. Any and all such shares of the Common or

Preferred Stock of the Corporation the issuance of which has been so authorized, and for which consideration so fixed by the Board of Directors has been paid or delivered, shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon.

IN WITNESS WHEREOF, the undersigned has signed this Amendment to the Amend and Restated Articles of Incorporation this 4th day of August 2017.

By: 

Richard Phillips,
Secretary

The date of each amendment(s) adoption: September 18, 2017, if other than the date this document was signed.

Effective date if applicable: September 18, 2017
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

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

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

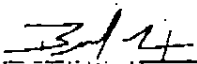
"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

September 18, 2017
Dated _____

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brenton Mix

(Typed or printed name of person signing)

Chairman, President and Chief Executive Officer

(Title of person signing)