

P93000033619

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TR 7-21-11

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Simulated Environment Concepts, Inc.

DOCUMENT NUMBER: P93000033619

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

Please return all correspondence concerning this matter to the following:

Ella Frenkel

Name of Contact Person

Simulated Environment Concepts, Inc.

Firm/ Company

20229 NE 15th Ct

Address

Miami, FL 33179

City/ State and Zip Code

ella@spacapsule.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ella Frenkel

Name of Contact Person

at (305)

651-9200

Area Code & Daytime Telephone Number

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

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Simulated Environment Concepts, Inc.

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

P93000033619

(Document Number of Corporation (if known))

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TALLAHASSEE, FLORIDA

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:

N/A

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:

N/A

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

N/A

*(Mailing address **MAY BE A POST OFFICE BOX**)*

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

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

(City)

(Zip Code), Florida

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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>COO</u>	<u>Allen Licht</u>	<u>20229 NE 15th Ct</u> <u>Miami, FL 33179</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>DIR</u>	<u>Allen Licht</u>	<u>20229 NE 15th Ct</u> <u>Miami, FL 33179</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<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)

Article IV shall be amended to read as follows: The number of shares that the corporation shall be authorized to issue shall be 9,000,000,000 shares of common stock, par value \$0.001 and 1,000,000 shares of preferred stock, par value \$1.00, consisting of 700,000 shares of Series "C" Preferred Stock, which shall have such rights and preferences set forth in Annex "A" hereof, and 300,000 shares of blank check preferred stock, the rights and preferences of which shall be designated by the corporation's board of directors, from time to time. Previously issued Series "A" Preferred Stock is hereby canceled.

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

The date of each amendment(s) adoption: January 1, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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):*

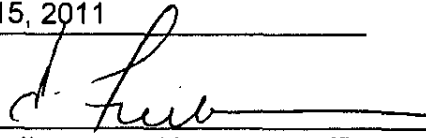
“The number of votes cast for the amendment(s) was/were sufficient for approval

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.

Dated July 15, 2011

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)

Ella Frenkel
(Typed or printed name of person signing)

President
(Title of person signing)

Annex "A"

RE: Simulated Environment Concepts, Inc.
Florida Department of State Control Document No.: P93000033619

RIGHT AND PREFERENCES FOR SERIES "C" PREFERRED SHARES

THE RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS GRANTED TO THE SHAREHOLDER ARE AS FOLLOWS:

- 1. SHAREHOLDER HAS 10,000 EQUIVALENT VOTING RIGHTS AS COMMON SHAREHOLDERS FOR EACH SERIES "C" PREFERRED SHARE OWNED.**
- 2. THESE PREFERRED SHARES CARRY NO DIVIDENDS**
- 3. THESE PREFERRED SHARES CARRY NO LIQUIDATING PREFERENCE AND MAY BE CONVERTED ON THE RATIO OF ONE PREFERRED SHARE TO TEN-THOUSAND SHARES OF COMMON STOCK.**
- 4. THESE PREFERRED SHARES ARE NOT SUBJECT TO REVERSE STOCK SPLITS AND OTHER CHANGES TO THE COMMON STOCK OF THE COMPANY.**