

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings



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

OFFICE OF THE
SECRETARY OF STATE

PAUL SORKIN

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Charges

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PAUL SORKIN



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

Certificate of Designation
(PURSUANT TO NRS 78.1955)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20140279070-42
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Designation For
Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation:

Alliance Creative Group, Inc

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

Attached is the Certificate of Designation, number, powers, preferences, and relative, participating, optional, and other special rights, and other distinguishing characteristics of Series "H" Preferred Stock of Alliance Creative Group, Inc.

3. Effective date of filing: (optional)

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

4. Signature: (required)

X

Signature of Officer

Filing Fee: \$175.00

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.

**CERTIFICATE
OF
DESIGNATION, NUMBER, POWERS, PREFERENCES, AND RELATIVE,
PARTICIPATING, OPTIONAL, AND OTHER SPECIAL RIGHTS AND THE
QUALIFICATIONS, LIMITATIONS, RESTRICTIONS, AND OTHER
DISTINGUISHING CHARACTERISTICS OF SERIES "H" PREFERRED
STOCK OF**

ALLIANCE CREATIVE GROUP, INC.
(Incorporated under the laws of the State of Nevada)

It is hereby certified that:

1. The name of the Corporation is Alliance Creative Group, Inc. (herein called, the "Corporation").

2. The Articles of Incorporation of the Corporation authorizes the issuance of ten million (10,000,000) Shares of Preferred Stock of a par value of \$0.0001 each and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any and all of said Shares in one or more series and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences, and relative, participating, optional, and other special rights and qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued.

3. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it aforesaid, has adopted the following resolution creating a Series "H" issue of Preferred Stock:

RESOLVED: That in accordance with NRS 78.1955(1) of the General Corporation Law of the State of Nevada, this Board of Directors hereby adopts the following resolution: That 2,000,000 Shares of the preferred stock (par value \$0.0001) authorized to be issued by this corporation pursuant to Article Fourth of its Articles of Incorporation be and hereby are authorized and created a series of preferred stock, hereby designated as the Series H Preferred Stock and shall have the voting powers, designations, preferences and relative participating, optional, or other rights, if any, or the qualifications, limitations, or restrictions, set forth in Article Fourth of such Articles of Incorporation, and in addition thereto, those following:

(a) **DESIGNATION.** The preferred stock subject hereof shall be designated Series H Convertible 4% Cumulative Preferred Stock with each share to have a Stated Value of one dollar (\$1.00) (the "Stated Value").

(b) DIVIDENDS. The Series H Preferred Stock shall be entitled to receive cumulative dividends in the form of additional shares of the Corporation's Common Stock payable at the annual rate of four percent (4.00%) of the Stated Value of each share of the Series H Preferred Stock and then only paid upon the conversion of the Series H Preferred Stock

(c) LIQUIDATION RIGHTS. In the event of any consolidation or merger of the Corporation which is in the nature of the winding up of the Corporation's business or sale of all or substantially all of the Corporation's assets (a "Liquidation"), each holder of record of shares of Series H Preferred Stock shall be entitled to be paid in cash an amount seventy percent (70%) of the average of the three (3) lowest closing prices of the Corporation's Common Stock during the ten (10) days immediately preceding the date at which a holder of the Series H Preferred Stock gives written notice to the Corporation and no more.

(d) CONVERSION. At any time on or after one (1) year after the issuance of the Shares of Series H Preferred Stock to any holder, said shares may be converted at any time into the Corporation's Common Stock or any other series of preferred stock at a conversion ratio equal to seventy percent (70%) of the average of the three (3) lowest closing prices of the Corporation's Common Stock during the ten (10) days immediately preceding the date at which a holder of the Series H Preferred Stock gives written notice to the Corporation of its intention to convert the Series H Preferred Stock in to the Corporation's Common Stock and using the written notice form designated by the Corporation (the "Conversion Notice"). The conversion rights of the Series H Preferred Stock shall be proportionately adjusted by reason of any recapitalization, common forward or reverse stock split, common stock dividend, or any other similar action.

(e) REDEMPTION. Subject to conversion rights set forth in paragraph (d) herein, each share of the Series H Preferred Stock may be redeemed or repurchased by the Corporation and in such number as the Corporation may determine, at any time and from time to time, at a repurchase price of One Hundred Twenty Percent (120%) of the Stated Value.

(f) VOTING RIGHTS. Except as otherwise provided by law, each share of the Series H Preferred Stock shall be entitled, on all matters on which any of the shareholders are required or permitted to vote, to one vote per share. And except as provided expressly herein or as required by law, the holders of the Series H Preferred Stock shall vote together with the Common Stock shareholders and not as a separate class. At any meeting at which the holders of the Series H Preferred Stock are entitled to vote as a class pursuant to this provision, the holders of a majority of all outstanding shares of Series H Preferred Stock, present in person or represented by proxy, shall be necessary to constitute a quorum.

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(g) RESTRICTION ON ISSUANCE AND RESTRICTION ON TRANSFER. The Series H Preferred Stock shall be issued only to those persons who the Corporation's Board of Directors reasonably believe are "accredited investors" as that term is defined in Rule 501 of Regulation D of the *Securities Act of 1933*, as amended. Each stock certificate representing the Series H Preferred Stock shall be issued with a restriction on any voluntary or involuntary transfer of said shares so that each holder of the Series H Preferred Stock shall not have the right to transfer, assign, or sell the Series H Preferred Stock, or any portion thereof, without the express written approval of the Corporation's Board of Directors.

(h) NOTICE. Except as otherwise provided herein, any notice required to be given to the Corporation or holders of the Series H Preferred Stock shall be given in person, transmitted by telecopier, delivered by a recognized national overnight express delivery service or sent by United States mail (certified or registered air mail for addresses outside of the continental United States), return receipt requested, postage prepaid and addressed to the corporation at its principal office and to each holder of record at his address as it appears on the books of the corporation.

RESOLVED: The President and Secretary of this Corporation are hereby authorized to file the Certificate of Designation of Preferences with the Secretary of State of the State of Nevada and to pay all filing and other fees and costs to effectuate the filing of the Certificate of Designation of Preferences for the Series H Preferred Stock.

Signed and attested to on April 7, 2014



Steven M. St. Louis
President



Paul Sorkin
Assistant Secretary