



FEB 03 2015

FILE NO. F-19705646

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions C018i

AZ CORPORATION COMMISSION
FILED

1. **ENTITY TYPE** - check only one to indicate the type of entity applying for authority:

- ☒ FOR-PROFIT CORPORATION
☐ NONPROFIT CORPORATION
☐ PROFESSIONAL CORPORATION
☐ CLOSE CORPORATION
☐ BUSINESS TRUST
☐ BUSINESS DEVELOPMENT CORP.
☐ CORPORATION SOLE

- ☐ INSURER
☐ SAVINGS AND LOAN ASSOCIATION
☐ CREDIT UNION
☐ TRUST COMPANY
☐ COOPERATIVE MARKETING ASSOCIATION
☐ ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.
☐ NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP.

DEC 11 2014

FILE NO. F-19705646

2. **NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME)** - enter the exact, true name of the foreign corporation:

Wings Studio, Inc.

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** - see Instructions C018i - Identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

3.1 ☒ Name in state or country of incorporation, with no changes - Go to number 4.

3.2 ☐ Name in state or country of incorporation, with a corporate identifier added to it - Enter the name in number 3.4 below.

3.3 ☐ Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) - Enter the name in number 3.4 below.

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. **FOREIGN DOMICILE** - list the state or country in which the foreign corporation is incorporated: South Dakota

5. **DATE OF INCORPORATION IN FOREIGN DOMICILE:** 10/24/2003

6. **DURATION** - the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of _____ years (enter a number of years).
☐ The corporation's life period will end on this date _____ (enter a date).
☐ The corporation's life period will end upon the occurrence of this event:

(describe an event).

7. **PURPOSE** - the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any (leave this blank if there are no limitations on the corporation's purpose):

8. **CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

unique decor and wearable art

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – see <i>Instructions C018i</i> – give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input type="checkbox"/> Yes – go to number 11 and continue. <input type="checkbox"/> No – provide the Arizona physical or street address (not a P.O. Box) below:		
John C. Quaintance					
Attention (optional)			Attention (optional)		
110 South Phillips Avenue, Suite 100					
Address 1			Address 1		
PO Box 2208					
Address 2 (optional)		SD	57104	Address 2 (optional)	
City	Sioux Falls	State	Zip	City	State Zip

11. STATUTORY AGENT IN ARIZONA – see <i>Instructions C018i</i>					
11.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL – mailing address in Arizona of statutory agent (can be a P.O. Box):		
Rosemary F. Bour					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
65 West El Indio					
Address 1			Address 1		
Address 2 (optional)		AZ	85614	Address 2 (optional)	
City	Green Valley	State	Zip	City	State Zip
11.3 REQUIRED – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS – list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Director Attachment form C082.					
Rosemary F. Bour			Cecil A. Bour		
Director Name			Director Name		
65 West El Indio			65 West El Indio		
Address 1			Address 1		
Address 2 (optional)		AZ	85614	Address 2 (optional)	
City	Green Valley	State	Zip	City	Green Valley AZ 85614
Country	UNITED STATES	State or Province	Zip	Country	UNITED STATES State or Province Zip
Date taking office (optional):			Date taking office (optional):		

Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)		State or Province	Zip	Address 2 (optional)		State or Province	Zip
City				City			
Country				Country			
Date taking office (optional):				Date taking office (optional):			
Director Name				Director Name			
Address 1				Address 1			
Address 2 (optional)		State or Province	Zip	Address 2 (optional)		State or Province	Zip
City				City			
Country				Country			
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the <u>Officer Attachment</u> form C085.							
Rosemary F. Bour				Cecil A. Bour			
Officer Name				Officer Name			
65 West El Indio				65 West El Indio			
Address 1				Address 1			
Address 2 (optional)		State or Province	Zip	Address 2 (optional)		State or Province	Zip
Green Valley		AZ	85614	Green Valley		AZ	85614
City				City			
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		Vice President				President	
Rosemary F. Bour				Cecil A. Bour			
Officer Name				Officer Name			
65 West El Indio				65 West El Indio			
Address 1				Address 1			
Address 2 (optional)		State or Province	Zip	Address 2 (optional)		State or Province	Zip
Green Valley		AZ	85614	Green Valley		AZ	85614
City				City			
Country	UNITED STATES			Country	UNITED STATES		
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	
		Secretary				Treasurer	
Officer Name				Officer Name			
Address 1				Address 1			
Address 2 (optional)		State or Province	Zip	Address 2 (optional)		State or Province	Zip
City				City			
Country				Country			
Date taking office (optional):		Officer Title:		Date taking office (optional):		Officer Title:	

14. **FOR-PROFITS ONLY - SHARES AUTHORIZED** - see *Instructions C018* - list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the *Shares Authorized Attachment form C087*.

Class: Class A Series: _____ Total: 250 Par Value: 100.00

Class: _____ Series: _____ Total: _____ Par Value: _____

15. **FOR-PROFITS ONLY - SHARES ISSUED** - see *Instructions C018* - list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the *Shares Issued Attachment form C097*.

Class: Class A Series: _____ Total: 100 Par Value: 100.00

Class: _____ Series: _____ Total: _____ Par Value: _____

16. **NONPROFITS ONLY - MEMBERS** - check one box only:

Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

17. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL SERVICES** - If "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

18. **PROFESSIONAL CORPORATIONS ONLY - PROFESSIONAL LICENSE:**

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

Rosemary J. Bour ☒ I ACCEPT Rosemary J. Bour 12/8/14
Signature Printed Name Date

REQUIRED - check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: \$175.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5919.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Wings Studio, Inc.

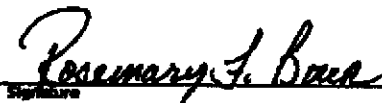
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Rosemary F. Bour

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.


Signature

Rosemary F. Bour

Printed Name

12/8/14
Date

REQUIRED – check only one:

☒ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☐ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable – see Instructions.

Mall: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

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If you have questions after reading the instructions, please call 602-542-3026 or (within Arizona only) 800-345-5818.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003I

1. **ENTITY NAME** - give the exact name of the corporation in Arizona:

Wings Studio, Inc.

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check only one of the following to indicate the type of Certificate:

- ☒ Initial (accompanies formation or registration documents)
☐ Annual (credit unions and loan companies only)
☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form CD05.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Rosemary F. Bour

Name

65 West El Indio

Address 1

Address 2

Green Valley**AZ****85614**

City

UNITED STATES


State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT**Rosemary F. Bour**

Printed Name

12/4/14
Date**REQUIRED - check only one:**

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☒ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ Incorporator - I am an incorporator of the corporation submitting this Certificate.
- ☐ Officer - I am an officer of the corporation submitting this Certificate.
- ☐ Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None**All fees are nonrefundable - see Instructions.**

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

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C003601

Arizona Corporation Commission - Corporations Division

State of South Dakota



OFFICE OF THE SECRETARY OF STATE Certificate of Existence Domestic Corporation

ORGANIZATIONAL ID# DB047457

I, Jason M. Gant, Secretary of State of the State of South Dakota, do hereby certify that Wings Studio, Inc. was duly incorporated under the laws of this state on October 24, 2003 for a perpetual term of existence.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. The annual report required by law has been filed with our office and articles of dissolution have not been filed.

This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

Validation Number: 1898219914

Use this number to verify the certificate as legitimate via the South Dakota Secretary of State website: sdsos.gov

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 18, 2014.

A handwritten signature in cursive script that reads "Jason M. Gant".

Jason M. Gant
Secretary of State



Certificate ID: 6332

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Department of State

United States of America, ☐

☐

Secretary's Office

State of South Dakota ☐

☐

This is to certify that the attached instrument of writing is a true, correct and examined copy of the Articles of Incorporation and Amentments for Wings Studio, Inc. filed in this office on October 24, 2003 until present.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the state of South Dakota, in Pierre, the Capitol City, this day November 18, 2014.

A handwritten signature in cursive script, reading "Jason M. Gant".

Jason M. Gant
Secretary of State

Fees: \$28

Receipt Number: 1251810

File Number **DB047457**



ARTICLES OF INCORPORATION

For

AQUARIUS BEADS AND GIFTS, INC.

Filed at the request of:

QUANTANCE LAW OFFICE
PO Box 2205
SIOUX FALLS SD 57101

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Friday, October 24, 2003**

Chi Nelson

Secretary of State

Fee Received: \$100.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Incorporation

Business Corporation

ORGANIZATIONAL ID #: DB047457

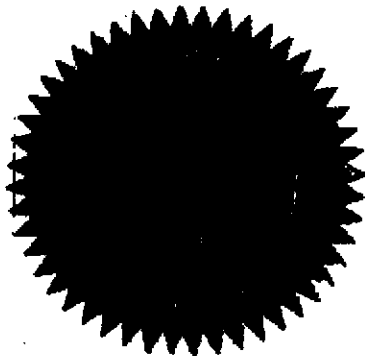
I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **AQUARIUS BEADS AND GIFTS, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this October 24, 2003.

A handwritten signature in cursive script that reads "Chris Nelson".

Chris Nelson
Secretary of State



326 4827 11/04/2003

84th Oct 2003

RECEIVED
OCT 24 '03
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION OF

Aquarius Beads and Gifts, Inc.

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as Incorporator of a Corporation under the South Dakota Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

Aquarius Beads and Gifts, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The Corporation is organized for the purpose of conducting a retail business and any business incidental or related thereto. The Corporation is also organized to conduct such other businesses or business activities considered necessary, appropriate or desirable by the Board of Directors of the Corporation. With respect to the foregoing purposes and all other purposes not prohibited by the laws of the State of South Dakota, the Corporation is authorized (1) to make, enter into, and execute any and all agreements deemed necessary or appropriate by the Board of Directors of the Corporation, including, but not limited to, agreements to borrow or loan money; (2) to construct, own, purchase, maintain, operate, sell, lease, or dispose of real and personal property; (3) to associate with or employ other individuals or entities; (4) to enter into partnerships, joint ventures, and other business or charitable associations or activities; and (5) to do all other things necessary, appropriate, desirable, subsidiary, or contingent for

08047457

putting into effect, maintaining, and conducting the purposes of the Corporation and to accomplish all other purposes not prohibited by the laws of the State of South Dakota from being conducted by a corporation.

ARTICLE IV

The aggregate number of Shares which the Corporation shall have authority to issue is two hundred fifty (250), each Share having a par value of One Hundred Dollars (\$100.00).

ARTICLE V

The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of Shares.

ARTICLE VI

No Shareholder shall have the preemptive right to acquire additional or Treasury Shares of the Corporation.

ARTICLE VII

All provisions for the regulation of the internal affairs of the Corporation will be established in Bylaws as adopted, from time to time, by the Board of Directors.

ARTICLE VIII

The address of the Initial Registered Office of the Corporation is Suite 600, 100 North Phillips Avenue, Sioux Falls, South Dakota 57104-6725 with a mailing address of P.O. Box 2208, Sioux Falls, South Dakota 57101-2208, and the name of its Initial Registered Agent at such address is John C. Quaintance.

ARTICLE IX

The number of Directors constituting the Initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify, are:

NAME**ADDRESS**

Cecil A. Bour

6308 South Verita Avenue
Sioux Falls, SD 57108

Rosemary F. Bour

6308 South Verita Avenue
Sioux Falls, SD 57108.**ARTICLE X**

The name and address of the Incorporator is:

NAME**ADDRESS**

John C. Quaintance

48337 253rd Street
Garretson, SD 57030.**ARTICLE XI**

These Articles may be amended in the manner authorized by law at the time of the Amendment.

Executed in duplicate on the 21st day of October, 2003.



John C. Quaintance**INCORPORATOR.**

State of South Dakota)
 : ss.
 County of Minnehaha)

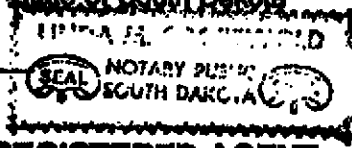
I, LINDA M. GROTEWOLD, a Notary Public, hereby certify that on the 21st day of October, 2003, personally appeared before me, JOHN C. QUAINANCE, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


 Notary Public - State of South Dakota

(SEAL)

My Commission Expires: 3-12-2006



CONSENT TO APPOINTMENT BY THE REGISTERED AGENT

I, JOHN C. QUAINANCE, hereby give my consent to serve as the Registered Agent for Aquarius Beads and Gifts, Inc.

Dated at Sioux Falls, South Dakota, this 21st day of October, 2003.


 John C. Quainance

347 4952 11/09/2006

Receipt Number: 1612029

File Number **DB047457**



STATEMENT_OF_CHANGE

For

AQUARIUS BEADS AND GIFTS, INC.

Filed at the request of:

QUANTANCE LAW OFFICE
PO Box 2208
SIOUX FALLS SD 57101

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Monday, November 06, 2006

Chris Nelson

Secretary of State

Fee Received: \$ 10

347 4953 11/09/2006

SECRETARY OF STATE
STATE CAPITOL
800 E. CAPITOL
PIERRE, SD 57501-4077
605-773-4000

November 9, 2006
Chris Nelson
**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

File Date
Recd **RECEIVED**

NOV 08 2006

S.D. SEC. OF STATE

SLING FEE: \$10 in addition to annual report fee

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation submits the following statement for the purpose of changing its registered office and/or its registered agent in the state of South Dakota.

1. The name of the corporation is Aquarius Beads and Gifts, Inc. D3041457
2. The street address, or a statement that there is no street address, of its current registered office 100 North Phillips
Avenue, Suite 800 Sioux Falls, SD ZIP + 4 57104-6725
3. The new address to which the registered office is to be changed. A PO box number can be used for mailing but a street address, or a statement that there is no street address, if street addresses have not been assigned, or the RR address, must also be included. MAILING: P.O. Box 2208 Sioux Falls, SD 57101-2208
STREET: 110 S. Phillips Avenue, Suite 100, First Financial Center, Sioux Falls, SD ZIP + 4 57104-6727
4. The name of its current registered agent is John C. Quintanoe
5. The name of its new registered agent is *

*The Consent of Registered Agent below must be completed by the new agent.

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

The statement may be signed by any authorized officer of the corporation.

Dated 10/29/06

Rosemary F. Bour
Signature

Rosemary F. Bour
Printed Name

Vice President
Title

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, _____, hereby give my consent to serve as the
(name of registered agent)
registered agent for _____
(corporate name)

Dated _____
(signature)

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment Domestic Business

ORGANIZATIONAL ID# DB047457

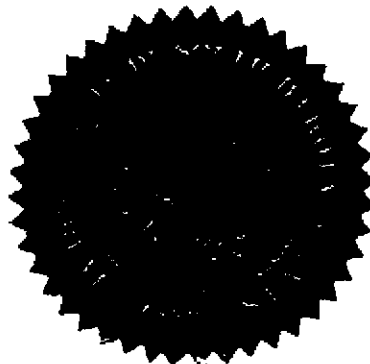
I, **Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Initial Filing of

'**AQUARIUS BEADS AND GIFTS, INC.**', changing its name to '**Wings Studio, Inc.**'

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Initial Filing.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 09/29/2014.



A handwritten signature in cursive script, reading "Jason M. Gant".

Jason M. Gant
Secretary of State

10/4/2014 4:51:39 PM
Change ID: 1198851

Filed this 29th day of Sept 2014
Jason Jant
SECRETARY OF STATE

RECEIVED

SEP 29 2014

S.D. SEC. OF STATE

ARTICLES OF AMENDMENT

TO THE ARTICLES OF INCORPORATION OF

Aquarius Beads and Gifts, Inc.

PURSUANT to the provisions of SDCL § 47-1A-1006 and § 47-1A-1003, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE OF AMENDMENT (1)

The name of the Corporation is:

Aquarius Beads and Gifts, Inc.

ARTICLE OF AMENDMENT (2)

The following amendment to the Articles of Incorporation was adopted by the Shareholders of the Corporation on the 22nd day of September, 2014, in the manner prescribed by the South Dakota Business Corporation Act:

ARTICLE OF AMENDMENT (3)

"ARTICLE I: NAME" of the Articles of Incorporation is amended as follows:

ARTICLE I: NAME

The name of this Corporation is:

Wings Studio, Inc.

ARTICLE OF AMENDMENT (4)

The date of the adoption of the Amendment by the Shareholders was the 22nd day of September, 2014.

ARTICLE OF AMENDMENT (5)

The number of shares outstanding, and the number of shares entitled to vote thereon at the date of adoption was one hundred (100). The Corporation is authorized to issue only one (1) class of shares. Accordingly,

no shares were voted or entitled to vote as a class.

ARTICLE OF AMENDMENT (6)

The number of shares voted for such Amendment was one hundred (100); and the number of shares voted against such Amendment was zero (0).

ARTICLE OF AMENDMENT (7)

The Amendment does not provide for an exchange, re- classification, or cancellation of issued shares.

ARTICLE OF AMENDMENT (8)

The Amendment does not effect a change in the amount of stated capital.

Dated at Sioux Falls, South Dakota, this 5th day of September, 2014.

Aquarius Beads and Gifts, Inc.

By Rosemary F. Bour
Rosemary F. Bour, Vice-President

VERIFICATION

ROSEMARY F. BOUR, being first duly sworn on oath, depose and state as follows: I am the Vice-President of Aquarius Beads and Gifts, Inc.; that I have read the within and foregoing Articles of Amendment to the Articles of Incorporation of Aquarius Beads and Gifts, Inc. which are subscribed by me; that I know and understand the contents thereof and have subscribed the same for the purposes therein set forth.

Rosemary F. Bour
Rosemary F. Bour

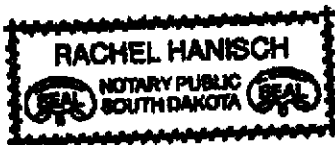
State of South Dakota)

: ss.

County of Minnehaha)

On this the 25th day of September, 2014, before me, the undersigned officer, personally appeared ROSEMARY F. BOUR, who acknowledged herself to be the Vice-President of Aquarius Beads and Gifts, Inc., a South Dakota Corporation, and that she being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing, in the name of the Corporation, as Vice-President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Rachel Hanisch
Notary Public - State of South Dakota
(SEAL)

My Commission Expires: 09.11.2017