

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of BIOSTEM TECHNOLOGIES, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P09000013924.



CR2EO22 (1-11)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Eleventh day of December, 2018

Ken Detzner

Ken Detzner
Secretary of State

**Electronic Articles of Incorporation
For**

P09000013924
FILED
February 12, 2009
Sec. Of State
epeterson

CARIBBEAN CASINO & GAMING CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CARIBBEAN CASINO & GAMING CORPORATION

Article II

The principal place of business address:

8050 N. UNIVERSITY DR.
202
TAMARAC, FL. 33321

The mailing address of the corporation is:

8050 N. UNIVERSITY DR.
202
TAMARAC, FL. 33321

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500,000,000 COMMON & 25,000,000 PREF.

Article V

The name and Florida street address of the registered agent is:

RICHARD M MULLER
8050 NORTH UNIVERSITY DRIVE
202
TAMARAC, FL. 33321

I certify that I am familiar with and accept the responsibilities of registered agent.

P09000013924
FILED
February 12, 2009
Sec. Of State
epeterson

Registered Agent Signature: RICHARD M. MULLER

Article VI

The name and address of the incorporator is:

ERICK MATHE
8050 N. UNIVERSITY DR.
SUITE 202
TAMARAC FL 33321

Incorporator Signature: ERICK MATHE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
ERICK MATHE
8050 N. UNIVERSITY DR #202
TAMARAC, FL. 33321

Title: SEC
ERICK MATHE
8050 N UNIVERSITY DR #202
TAMARAC, FL. 33321

Title: DIR
ERICK MATHE
8050 N. UNIVERSITY DR. SUITE 202
TAMARAC, FL. 33321

Fax Audit # (((H09000047759 3)))

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DIVISION OF CORPORATIONS
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**ARTICLES OF MERGER
FLORIDA FOR PROFIT COPORATION**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation(s) in accordance with section 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>AAEE Global Holdings, Inc.</u>	<u>Utah</u>	<u>Profit Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name:</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>CARIBBEAN CASINO AND GAMING CORPORATION</u>	<u>Florida</u>	<u>FOR PROFIT</u>

THIRD: The included plan of merger was approved by each domestic corporation, that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes and the statutes of the constituent states.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If the effective date of the merger, is the date the document is filed with the State of Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity: N/A

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Typed or Printed

AAEE GLOBAL HOLDINGS INC.

By: 

Erick Mathe, Sole Officer and Director

CARIBBEAN CASINO AND GAMING CORPORATION

By: 

Erick Mathe, Sole Officer and Director

Fax Audit # (((H09000047759 3)))

PLAN OF MERGER
OF
AAEE GLOBAL HOLDINGS, INC.
(Incorporated: State of Utah)
WITH AND INTO
CARIBBEAN CASINO AND GAMING CORPORATION
(a Florida corporation)

The plan of merger is as follows:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>AAEE Global Holdings, Inc.</u>	<u>Utah</u>	<u>Profit Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Caribbean Casino and Gaming Corporation</u>	<u>Florida</u>	<u>Profit Corporation</u>

THIRD: The terms and conditions of the merger are as follows: The Corporations are to exchange all of the issued and outstanding shares of AAEE Global Holdings, Inc., including common and preferred for a like number of issued and outstanding common or preferred shares of Caribbean Casino and Gaming Corporation with the same preferences and designation.

1. **Merger.** AAEE Global Holdings, Inc. a Utah corporation ("AAEE"), shall be merged (the "Merger") with and into CARIBBEAN CASINO AND GAMING CORPORATION, a Florida corporation bearing Document Number P09000013924 ("FLORIDA"). FLORIDA and AAEE are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida and the Articles of Merger are filed with the Secretary of the State of Utah (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of AAEE as amended to conform to the Articles and Bylaws of AAEE (Utah) shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

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3. **Succession.** On the Effective Date, Florida shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of AAEE, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Preferred and Common Stock.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of AAEE'S preferred and common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive ONE (1) fully paid and non-assessable restricted share(s) of Florida preferred and/or common stock, \$.001 par value, pursuant to the Agreement and Plan of Merger (the 'Plan of Merger') between FLORIDA and AAEE. Each share of common stock of UTAH issued and outstanding prior to the Effective Date shall remain outstanding.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows: One for one conversion of all issued and outstanding shares of whatever class or designation.

The manner and basis of converting the rights to a acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

One for one exchange of each interest, right, share or obligation.

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The Plan of Merger was adopted by FLORIDA'S Board of Directors by Unanimous Written Consent dated February 13, 2009, and by AAEE'S Board of Directors by unanimous written consent dated February 13, 2009. Approval by AAEE'S Shareholders was not required under Utah law pursuant to Utah Code Section 16-10a-1103(7). Approval by FLORIDA'S Shareholders was obtained as AAEE is the parent of FLORIDA and the transaction was therefore unanimously approved by the sole director and sole shareholder.

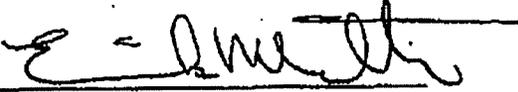
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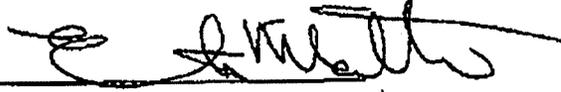
EIGHTH: Other provision, if any, relating to the merger are as follows:

NONE

CARIBBEAN CASINO AND GAMING
CORPORATION

AAEE GLOBAL HOLDINGS, INC.

By: 

By: 

Date: February 27, 2009

Date: February 27, 2009

Fax Audit # (((H09000050797 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARIBBEAN CASINO ♣ GAMING CORPORATION**

We, the undersigned, persons acting as incorporators under the Florida Revised Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for CARIBBEAN CASINO ♣ GAMING CORPORATION:

ARTICLE ONE

The name of the Corporation is CARIBBEAN CASINO ♣ GAMING CORPORATION:

ARTICLE TWO

The purpose or purposes for which the corporation is organized is to engage in all aspects of business. The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporation may be organized under the Florida Business Corporation Act and any amendment thereto.

ARTICLE THREE

1. **General.** The Corporation shall have authority to issue two classes of shares, to be designated as "Preferred" and "Common". The total number of shares, which the Corporation is authorized to issue, is 252,000,000 shares. The number of Common shares authorized is 500,000,000 and the par value of each share is \$0.001 per share. The Common shares shall have unlimited voting rights provided in the Florida Revised Business Corporation Act. The number of Preferred shares authorized is 25,000,000 and the par value of each share is \$0.001 per share.
2. **Preferred Stock.** The Board of directors is vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time in one or more series and in such amount as may be determined by the Board of Directors in such resolution or resolutions. The characteristics of the Preferred Stock, including the ownership powers, voting powers, designation, preferences, and relative, participating, optional or other rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively the "Series Terms"), shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Series Terms (a "Preferred Stock Series Resolution") adopted by the Board of Directors or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board with respect to the Series Terms of a particular series (any of which powers may, by a resolution of the Board of Directors, be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not limited to, the establishment of the following relative rights and preferences:
 - A. The rate of dividends;
 - B. The price at and the terms and conditions for which shares may be redeemed;
 - C. The amount payable upon shares in event of involuntary liquidation;

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- D. The amount payable upon shares in event of voluntary liquidation;
- E. Sinking fund provisions (if any) for the redemption or purchase of shares;
- F. The terms and conditions on which shares may be converted if shares of any Series are issued with the privilege of conversion; and
- G. Voting rights, including the number of votes per share, the matter on which shares can vote, and the contingencies, which make the voting rights effective.

3. Preferences, Limitations and Relative Rights.

- A. General. All shares of Common Stock shall have identical rights with each other. Except as provided in this Article Four or Preferred Stock Series Resolutions, all shares of Preferred Stock shall have preferences, limitations and relative rights identical to each other. Except as expressly provided in the Preferred Stock Series Resolutions, shares of Preferred Stock shall have only the preferences and relative rights expressly stated in this Article.
- B. Dividends.
 - i. The Preferred Stock at the time outstanding shall be entitled to receive, when, as, and if declared by the Board of Directors, out of any funds legally available therefore, dividends at the rate fixed by the Board of Directors.
 - ii. No dividends shall be declared or paid on Common Stock unless full dividends on outstanding Preferred Stock for all past dividend period and for the current dividend periods shall have been declared and paid.
- C. Liquidation Preference. In the event of dissolution, liquidation, or winding up of the Corporation (whether voluntary or involuntary), after payment or provision for payment of debt but before any distribution to the holders of the Common Stock, as provided under Florida law, the holder of each Series of Preferred Stock then outstanding shall be entitled to receive the amount fixed by the Board of Directors, plus a sum equal to all cumulated, but unpaid dividends (if any) to the date fixed for distribution. All remaining assets shall be distributed pro rata among the holders of Common Stock.
- D. Redemption.
 - i. All or part of any one or more Series of Preferred Stock may be redeemed at any time or times at the option of the Corporation by a resolution of the Board of Directors, in accordance with the Corporation by a resolution of the terms and provision of this Article Four and those fixed by the Board of Directors. The Corporation may redeem shares of any one or more series without redeeming shares of other series, as determined by the Board of Directors. If less than all shares of any series are to be redeemed, the shares of the series to be redeemed shall be selected ratably whether by lot or any other equitable method determined by the Board of Directors.
 - ii. Redeemed shares shall be paid for in amounts and manners as fixed by the Board of Directors.

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- iii. Shares of Preferred Stock, which are redeemed, shall be canceled and shall be restored to the status of authorized but unissued shares.
- E. Purchases. Except as provided in this Article, nothing shall limit the rights of the Corporation to purchase any of its outstanding shares in accordance with law, by public or private transaction.
- F. Voting. Except as fixed by the Board of Directors and except as otherwise expressly provided by law, all voting powers shall be in Common Stock and none in the Preferred Stock. Where Preferred Stock as a Class has voting power, all Series of Preferred Stock shall be a single class.

ARTICLE FOUR

The address of the corporation's initial registered office shall be:

8050 No. University Drive Suite 202
Tamarac, Florida 33321

The Corporation's initial registered agent at such address shall be:

Richard Muller

I hereby acknowledge and accept appointment as corporate registered agent:



Signature

ARTICLE FIVE

The governing board of the corporation shall be styled as directors, the number of Directors constituting the initial Board of Directors is three (3) and the names and address of the persons who are to serve as Director until the first annual meeting of the Shareholders, or until their successors are elected and qualified is:

Erick Mathe
8060 No. University Dr.
Suite 202
Tamarac, Florida 33321

ARTICLE SIX

The name and address of the incorporator is

Erick Mathe
8050 No. University Dr.
Suite 202
Tamarac, Florida 33321

Fax Audit # (((H09000050797 3)))

Fax Audit # (((H09000050797 3)))

ARTICLE SEVEN

Cumulative voting by the Shareholders of the corporation at any election for Director is expressly prohibited. The Shareholders entitled to vote for Directors in such election shall be entitled to cast one (1) vote for each Director for each share held and no more.

ARTICLE EIGHT

The corporation shall indemnify, to the maximum extent allowed by Florida law, any person who is or was a Director, Officer, agent or employee of the corporation, and any person who serves or served at the corporation's request as a Director, Officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE NINE

The Corporation shall have authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

ARTICLE TEN

Any action required by the Florida law to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

ARTICLE ELEVEN

The Board of Directors, without the consent of shareholders, may adopt any re-capitalization affecting the outstanding securities of the Corporation by affecting a forward or reverse split of all outstanding securities of the Corporation, with appropriate adjustments to the Corporation's capital accounts, provided that the re-capitalization does not require any change in the Articles of Incorporation of the Corporation.

ARTICLE TWELVE

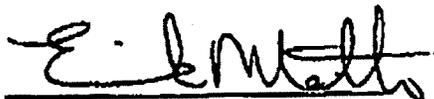
The Board of Directors shall have the right to change the name of the Corporation without shareholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board of Directors, in its sole discretion, deems appropriate.

In Witness Whereof, Erick Mathe, President and CEO of CARIBBEAN CASINO. ♣ GAMING CORPORATION has executed these Articles of Incorporation in duplicate this 20th day of February, 2009, and say:

Fax Audit # (((H09000050797 3)))

Fax Audit # (((H09000050797 3)))

That he is the original incorporator of the Company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; know the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.



Erick Mathé

CARIBBEAN CASINO & GAMING CORPORATION

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Fax Audit # (((H09000059796 3)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARIBBEAN CASINO & GAMING CORPORATION**

We, the undersigned, persons acting as incorporators under the Florida Revised Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for CARIBBEAN CASINO & GAMING CORPORATION:

ARTICLE ONE

The name of the Corporation is CARIBBEAN CASINO & GAMING CORPORATION.

ARTICLE TWO

The purpose or purposes for which the corporation is organized is to engage in all aspects of business. The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporation may be organized under the Florida Business Corporation Act and any amendment thereto.

ARTICLE THREE

1. General. The Corporation shall have authority to issue two classes of shares, to be designated as "Preferred" and "Common". The total number of shares, which the Corporation is authorized to issue, is 525,000,000 shares. The number of Common shares authorized is 500,000,000 and the par value of each share is \$0.001 per share. The Common shares shall have unlimited voting rights provided in the Florida Revised Business Corporation Act. The number of Preferred shares authorized is 25,000,000 and the par value of each share is \$0.001 per share.
2. Preferred Stock. The Board of directors is vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time in one or more series and in such amount as may be determined by the Board of Directors in such resolution or resolutions. The characteristics of the Preferred Stock, including the ownership powers, voting powers, designation, preferences, and relative, participating, optional or other rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively the "Series Terms"), shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Series Terms (a "Preferred Stock Series Resolution") adopted by the Board of Directors or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board with respect to the Series Terms of a particular series (any of which powers may, by a resolution of the Board of Directors, be specifically delegated to one or more of its committees, except as prohibited

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by law) shall include, but not limited to, the establishment of the following relative rights and preferences:

- A. The rate of dividends;
- B. The price at and the terms and conditions for which shares may be redeemed;
- C. The amount payable upon shares in event of involuntary liquidation;
- D. The amount payable upon shares in event of voluntary liquidation;
- E. Sinking fund provisions (if any) for the redemption or purchase of shares;
- F. The terms and conditions on which shares may be converted if shares of any Series are issued with the privilege of conversion; and
- G. Voting rights, including the number of votes per share, the matter on which shares can vote, and the contingencies, which make the voting rights effective.

3. Preferences, Limitations and Relative Rights.

A. General. All shares of Common Stock shall have identical rights with each other. Except as provided in this Article Four or Preferred Stock Series Resolutions, all shares of Preferred Stock shall have preferences, limitations and relative rights identical to each other. Except as expressly provided in the Preferred Stock Series Resolutions, shares of Preferred Stock Series Resolutions, shares of Preferred Stock shall have only the preferences and relative rights expressly stated in this Article.

B. Dividends.

- i. The Preferred Stock at the time outstanding shall be entitled to receive, when, as, and if declared by the Board of Directors, out of any funds legally available therefore, dividends at the rate fixed by the Board of Directors.
- ii. No dividends shall be declared or paid on Common Stock unless full dividends on outstanding Preferred Stock for all past dividend period and for the current dividend periods shall have been declared and paid.

C. Liquidation Preference. In the event of dissolution, liquidation, or winding up of the Corporation (whether voluntary or involuntary), after payment or provision for payment of debt but before any distribution to the holders of the Common Stock, as provided under Florida law, the holder of each Series of Preferred Stock then outstanding shall be entitled to receive the amount fixed by the Board of Directors, plus a sum equal to all cumulated, but unpaid dividends (if any) to the date fixed for distribution. All remaining assets shall be distributed pro rata among the holders of Common Stock.

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D. Redemption.

- i. All or part of any one or more Series of Preferred Stock may be redeemed at any time or times at the option of the Corporation by a resolution of the Board of Directors, in accordance with the Corporation by a resolution of the terms and provision of this Article Four and those fixed by the Board of Directors. The Corporation may redeem shares of any one or more series without redeeming shares of other series, as determined by the Board of Directors. If less than all shares of any series are to be redeemed, the shares of the series to be redeemed shall be selected ratably whether by lot or any other equitable method determined by the Board of Directors.
- ii. Redeemed shares shall be paid for in amounts and manners as fixed by the Board of Directors.
- iii. Shares of Preferred Stock, which are redeemed, shall be canceled and shall be restored to the status of authorized but unissued shares.

E. Purchases. Except as provided in this Article, nothing shall limit the rights of the Corporation to purchase any of its outstanding shares in accordance with law, by public or private transaction.

F. Voting. Except as fixed by the Board of Directors and except as otherwise expressly provided by law, all voting powers shall be in Common Stock and none in the Preferred Stock. Where Preferred Stock as a Class has voting power, all Series of Preferred Stock shall be a single class.

ARTICLE FOUR

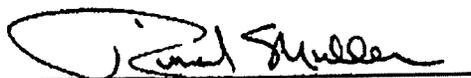
The address of the corporation's initial registered office shall be:

8050 No. University Drive Suite 202
Tamarac, Florida 33321

The Corporation's initial registered agent at such address shall be:

Richard Muller

I hereby acknowledge and accept appointment as corporate registered agent:



Signature

Fax Audit # (((H09000059796 3)))

Fax Audit # (((H09000059796 3)))

ARTICLE FIVE

The governing board of the corporation shall be styled as directors. The number of Directors constituting the Board of Directors shall be not less than (1) nor more than (3). The name and address of the person who is to serve as Director until the next annual meeting of the Shareholders, or until his successor is elected and qualified is:

Steven Swank
8050 No. University Dr., Suite 202
Tamarac, Florida 33321

ARTICLE SIX

Cumulative voting by the Shareholders of the corporation at any election for Director is expressly prohibited. The Shareholders entitled to vote for Directors in such election shall be entitled to cast one (1) vote for each Director for each share held and no more.

ARTICLE SEVEN

The corporation shall indemnify, to the maximum extent allowed by Florida law, any person who is or was a Director, Officer, agent or employee of the corporation, and any person who serves or served at the corporation's request as a Director, Officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE EIGHT

The Corporation shall have authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

ARTICLE NINE

Any action required by the Florida law to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

ARTICLE TEN

The Board of Directors, without the consent of shareholders, may adopt any re-capitalization affecting the outstanding securities of the Corporation by affecting a forward or reverse split of all outstanding securities of the Corporation, with appropriate adjustments to the Corporation's capital accounts, provided that the re-capitalization does not require any change in the Articles of Incorporation of the Corporation.

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ARTICLE ELEVEN

The Board of Directors shall have the right to change the name of the Corporation without shareholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board of Directors, in its sole discretion, deems appropriate.

In Witness Whereof, Steven Swank, President, CEO and sole director of CARIBBEAN CASINO & GAMING CORPORATION has executed these Amended and Restated Articles of Incorporation in duplicate this 12th day of March, 2009, and say:

That he is the current sole officer and director of the Company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; know the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.



Steven Swank, CEO, Sole Director

CARIBBEAN CASINO & GAMING CORPORATION

Fax Audit # (((H09000059796 3)))

Articles of Amendment
to
Articles of Incorporation
of

CARIBBEAN CASINO + GAMING CORPORATION

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

PO9000013924

(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:

_____ *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**)

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TALLAHASSEE, FLORIDA

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C. Enter new mailing address, if applicable:
(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: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (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

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>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<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)

- RIGHTS AND PREFERENCES OF THE SERIES A CONVERTIBLE
PREFERRED SHARES ARE ATTACHED HERETO AND INCORPORATED
HEREIN BY REFERENCE.
- RIGHTS AND PREFERENCES OF THE SERIES B CONVERTIBLES
PREFERRED SHARES ARE ATTACHED HERETO AND INCORPORATED
HEREIN BY REFERENCE.

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)

**AMENDED CERTIFICATE OF DESIGNATION
OF
SERIES B CONVERTIBLE PREFERRED SHARES
OF
CARIBBEAN CASINO & GAMING CORPORATION**

(Pursuant to Section 607.0821 of the Florida
Business Corporation Act)

Caribbean Casino & Gaming Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Business Corporation Act of the State of Florida, the Board of Directors of the Corporation, pursuant to unanimous written consent effective on March 26, 2009 adopted the following resolution:

RESOLVED, that the Board of Directors of the Corporation by its Articles of Incorporation does hereby provide for the issue of a series of the Corporation's Series B Convertible Preferred Shares, \$0.001 par value per share, to be designated as "Series B Convertible Preferred Shares" (the "Series B Preferred Shares"). The Series B Preferred Shares shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank prior to all other classes of the capital stock of the Corporation (except as otherwise provided herein).

RESOLVED, that any Series B shares, that are currently outstanding as of the date hereof shall have the same Rights and Privileges that were previously designated.

RESOLVED, that a new class of Series B convertible preferred share, with the voting powers, designations, preferences, relative, participating, optional, conversion and other special rights, and the qualifications, limitations and restrictions outlined herein, and being designated "Series B-1 Preferred Shares" is hereby created:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series B-1 Convertible Preferred Shares," \$0.001 par value per share, consisting of 500,000 shares. Each share of Series B-1 Convertible Preferred Shares shall be referred to herein as a "Series B-1 Preferred Share." The Series B-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series B-1 Preferred Shares as herein provided.
2. Dividends. The holders of Series B-1 Preferred Shares shall not be entitled to receive dividends, out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.

3. Voting. Except as provided in this Section 3, or as provided in the Amended and Restated Articles of Incorporation, or as otherwise required by law, the holders of Series B-1 Preferred Shares shall not have any right to vote for the election of directors or any other purpose.
4. Redemption. Series B-1 Preferred Stock is not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series B-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series B-1 Preferred Shares.
5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein:
 - (A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;
 - (B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation or all or substantially all of the assets of the Corporation; or
 - (C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series B-1 Preferred Shares shall immediately and automatically covert into shares of Common Stock of the Corporation ~~on a one~~
~~for one basis.~~

6. Conversion. The Series B-1 Preferred Stock shall be convertible in whole but not in part at the option of the holders of a majority of the Series B-1 Preferred Stock upon the first to occur of: (1) any closing or closings of equity and/or debt financing which, in the aggregate, equal or exceeds \$5,000,000 in gross proceeds, or (2) the Stockholders notification to the Company that such conversion is desired, provided that all Series B-1 shareholder must make the election. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.

Upon any such conversion, the Series B-1 Preferred Shares shall convert into that number of fully paid and non-assessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share) which would, together with the Common Stock held by the owners of the Series B-1 Preferred Stock as of the date of this Designation, constitute a total of ten percent (10%) of the outstanding Common Stock on a fully-diluted basis.

Upon such conversion, each holder of Series B-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory to the Corporation and sufficient to transfer the Series B-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series B-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

No fractional shares of Common Stock shall be issued upon any conversion of the Series B-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series B-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.

The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series B-1 Preferred Shares pursuant hereto; *provided, however*, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series B-1 Preferred Shares converted and no such issue or delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series B-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series B-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series B-1 Preferred Shares is authorized in all respects.

7. Status of Reacquired Series B-1 Preferred Shares. Series B-1 Preferred Shares issued and reacquired by the Corporation (including Series B-1 Preferred Shares which have been converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series B-1 Preferred Shares undesignated as to the series, subject to later issuance.
8. Definitions. For purposes of this Certificate of Designation, the following terms have the meanings set forth below.

“Qualified Public Offering” shall mean the closing of a firm commitment underwritten public offering of Common Shares at an offering price of not less than \$10.00 per share that raises gross proceeds of not less than \$20 million.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 26th day of March 2009.

By: A. W. Swank
Its: President

By: A. W. Swank
Its: Secretary

**CERTIFICATE OF DESIGNATION
OF
SERIES A CONVERTIBLE PREFERRED SHARES
OF
CARIBBEAN CASINO & GAMING CORPORATION**

(Pursuant to Section 607.0821 of the Florida
Business Corporation Act)

Caribbean Casino & Gaming Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Business Corporation Act of the State of Florida, the Board of Directors of the Corporation, pursuant to unanimous written consent effective on March 26, 2009, adopted the following resolution:

RESOLVED, that the Board of Directors of the Corporation by its Articles of Incorporation does hereby provide for the issue of a series of the Corporation's Series A Convertible Preferred Shares, \$0.001 par value per share, to be designated as "Series A Convertible Preferred Shares" (the "Series A Preferred Shares"). The Series A Preferred Shares shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank prior to all other classes of the capital stock of the Corporation (except as otherwise provided herein).

RESOLVED, that any Series A shares, that are currently outstanding as of the date hereof shall have the same Rights and Privileges that were previously designated.

RESOLVED, that a new class of Series A convertible preferred share, with the voting powers, designations, preferences, relative, participating, optional, conversion and other special rights, and the qualifications, limitations and restrictions outlined herein, and being designated "Series A-1 Preferred Shares" is hereby created:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series A-1 Convertible Preferred Shares," \$0.001 par value per share, consisting of 500,000 shares. Each share of Series A-1 Convertible Preferred Shares shall be referred to herein as a "Series A-1 Preferred Share." The Series A-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series A-1 Preferred Shares as herein provided.
2. Dividends. The holders of Series A-1 Preferred Shares shall not be entitled to receive dividends, out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.

3. Voting. Except as provided in this Section 3, or as provided in the Amended and Restated Articles of Incorporation, or as otherwise required by law, the holders of Series A-1 Preferred Shares shall not have any right to vote for the election of directors or any other purpose.
4. Redemption. Series A-1 Preferred Stock is not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series A-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series A-1 Preferred Shares.
5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein;
 - (A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;
 - (B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation, or all or substantially all of the assets of the Corporation; or
 - (C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series A-1 Preferred Shares shall immediately and automatically convert into shares of Common Stock of the Corporation ~~on a one-for-one basis.~~

6. Conversion. The Series A-1 Preferred Stock shall be convertible in whole but not in part at the option of the holders of a majority of the Series A-1 Preferred Stock upon the first to occur of: (1) any closing or closings of equity and/or debt financing which, in the aggregate, equal or exceeds \$5,000,000 in gross proceeds, or (2) the Stockholders notification to the Company that such conversion is desired, provided that all Series A-1 shareholder must make the election. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.

Upon any such conversion, the Series A-1 Preferred Shares shall convert into that number of fully paid and non-assessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share) which would, together with the Common Stock held by the owners of the Series A-1 Preferred Stock as of the date of this Designation, constitute a total of fifty five percent (55%) of the outstanding Common Stock on a fully-diluted basis

Upon such conversion, each holder of Series A-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory to the Corporation and sufficient to transfer the Series A-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series A-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

No fractional shares of Common Stock shall be issued upon any conversion of the Series A-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series A-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.

The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series A-1 Preferred Shares pursuant hereto; *provided, however*, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series A-1 Preferred Shares converted and no such issue or delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series A-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series A-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series A-1 Preferred Shares is authorized in all respects.

7. Status of Reacquired Series A-1 Preferred Shares. Series A-1 Preferred Shares issued and reacquired by the Corporation (including Series A-1 Preferred Shares which have been converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series A-1 Preferred Shares undesignated as to the series, subject to later issuance.
8. Definitions. For purposes of this Certificate of Designation, the following terms have the meanings set forth below.

“Qualified Public Offering” shall mean the closing of a firm commitment underwritten public offering of Common Shares at an offering price of not less than \$10.00 per share that raises gross proceeds of not less than \$20 million.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 26th day of March, 2009.

By: S. W. Swank
Its: President

By: S. W. Swank
Its: Secretary

The date of each amendment(s) adoption: MARCH 26, 2009
(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 JUNE 15, 2010

Signature Steven Swanic

(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)

STEVEN SWANIC

(Typed or printed name of person signing)

PRESIDENT + CEO

(Title of person signing)

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 <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <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)

RESOLVED, that the shareholders hereby approve an amendment to the articles of incorporation increasing the authorized common shares by five hundred million such that the total authorized shares will now be one billion shares comprised of nine hundred and seventy five million (975,000,000) common shares and twenty five million (25,000,000) preferred shares.

AWA

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: April 27, 2012

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.

may Date 5-10-2012 *Swank*

Signature *Steven Swank*

(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)

Steven Swank

(Typed or printed name of person signing)

CEO

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of

CARIBBEAN CASINO & GAMING CORPORATION

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

CARIBBEAN CASINO & GAMING CORPORATION

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 NOV 29 PM 1:42

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:

CARIBBEAN INTERNATIONAL HOLDINGS, 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**)

C. Enter new mailing address, if applicable:

(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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>ANGEL RAMON DE LA CRUZ MORALES</u>	<u>DOMINICAN REPUBLIC</u> <u>CABARETE, SECTOR LA PAZ</u> <u>STREET MAIN, HOUSE 145</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>FRANCIA LOPEZ</u>	<u>DOMINICAN REPUBLIC</u> <u>PTO PTA, TORRE II</u> <u>SREET NUM 03, HOUSE 10</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>NORMA ST-HILAIRE</u>	<u>4842 KILTY COURT EAST</u> <u>BRADENTON, FL 34203</u>
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	_____	_____	_____

The date of each amendment(s) adoption: November 23, 2012

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 11/23/2012

Signature AW Swank

(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)

Steven W. Swank

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Amendment
of
Articles of Incorporation
of

FILED

14 AUG 28 PM 2:04

CARIBBEAN INTERNATIONAL HOLDINGS INC.
(Name of Corporation as currently filed with the Florida Department of State)

P09000013924

(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:

BioStem Technologies, 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**)

C. Enter new mailing address, if applicable:

(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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____

(City)

(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

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<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)

NONE

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: August 15, 2014, if other than the date this document was signed.

Effective date if applicable: September 13, 2014
(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 AUGUST 25, 2014

Signature *Steven W. Swank*
(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)

STEVEN W. SWANK

(Typed or printed name of person signing)

Chairman and President

(Title of person signing)

State of Florida County of Broward
Subscribed and sworn before me on 8-26-14
(Date)

[Signature]
(Notary Signature)



Carlos Agudelo
Notary Public
State of Florida
My Commission Expires 07/17/2016
Commission No. EE 217311

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 SEP 24 PM 3: 54

Biostem Technologies INC

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

P09000013924

(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:

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)

4749 N.E. 11th Ave
Oakland Park, FL 33334

C. Enter new mailing address, if applicable:
(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:

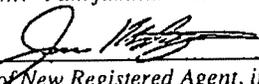
Name of New Registered Agent Jason Matuszewski

4749 N.E. 11th Ave
(Florida street address)

New Registered Office Address: Oakland Park, Florida 33334
(City) (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

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 <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>CEO</u>	<u>Steven Swank</u>	<u>2100 Constitution Blvd</u> <u>Suite 155</u> <u>Sarasota, FL 34231</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>SEC</u>	<u>Steven Swank</u>	<u>2100 Constitution Blvd</u> <u>Suite 155</u> <u>Sarasota, FL 34231</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PR</u>	<u>Jason Matuszewski</u>	<u>4749 N.E. 11th Ave</u> <u>Oakland Park, FL 33334</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>SD</u>	<u>Jason Matuszewski</u>	<u>4749 N.E. 11th Ave</u> <u>Oakland Park, FL 33334</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>CEO</u>	<u>Mark Farber</u>	<u>4749 N.E. 11th Ave</u> <u>Oakland Park, FL 33334</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

The date of each amendment(s) adoption: 8/27/2014, 9/8/2014, if other than the date this document was signed.

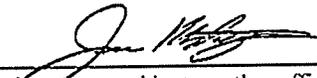
Effective date if applicable: 8/27/2014, 9/8/2014
(no more than 90 days after amendment file date)

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 10/8/2014

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)

Jason Matuszewski
(Typed or printed name of person signing)

President
(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of

Biostem Technologies Inc.

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

P09000013924

(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:

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

N/A

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

N/A

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

(Florida street address)

New Registered Office Address: N/A, Florida (City) (Zip Code)

FILED
14 OCT 16 PM 4:37

FILED

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)

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<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			_____

The date of each amendment(s) adoption: June 30, 2014, if other than the date this document was signed.

Effective date if applicable: June 30, 2014
(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 Oct 14, 2014

Signature Jason Matuszewski

(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)

Jason Matuszewski

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
14 OCT 16 PM 4:37
SECRETARY OF STATE
TOLSON

**AMENDED CERTIFICATE OF DESIGNATION
OF
SERIES A-1 CONVERTIBLE PREFERRED SHARES
OF
CARIBBEAN INTERNATIONAL HOLDINGS, INC.**

(Pursuant to Section 607.0821 of the Florida
Business Corporation Act)

Caribbean International Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Business Corporation Act of the State of Florida, the Board of Directors of the Corporation, pursuant to its unanimous written consent after first obtaining the unanimous written consent of the holders of all of the Series A-1 Convertible Preferred, do hereby resolve that effective June 30, 2014 that the Rights and Privileges of the Series A-1 Convertible Preferred are hereby amended and restated, and the Certificate of Designation is restated as more fully provided below:

RESOLVED, that the Board of Directors of the Corporation by its Articles of Incorporation has previously provided for the issuance of a series of the Corporation's Series A Convertible Preferred Shares, \$0.001 par value per share, to be designated as "Series A Convertible Preferred Shares" (the "Series A Preferred Shares"). The Series A Preferred Shares shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank prior to all other classes of the capital stock of the Corporation (except as otherwise provided herein).

RESOLVED, that any Series A shares, that are currently outstanding as of the date hereof shall have the same Rights and Privileges that were previously designated.

RESOLVED, the Series A-1 convertible preferred shares, with the voting powers, designations, preferences, relative, participating, optional, conversion and other special rights, and the qualifications, limitations and restrictions outlined herein, and being designated "Series A-1 Preferred Shares" are hereby amended and restated in their entirety:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series A-1 Convertible Preferred Shares," \$0.001 par value per share, consisting of 500,000 shares. Each share of Series A-1 Convertible Preferred Shares shall be referred to herein as a "Series A-1 Preferred Share." The Series A-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series A-1 Preferred Shares as herein provided.

2. Dividends. The holders of Series A-1 Preferred Shares shall not be entitled to receive dividends, out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.
3. Voting Rights. Except as otherwise provided herein and as otherwise required by law, each share of the Series A-1 Preferred Stock shall have 50 votes on all matters presented to be voted by the holders of common stock.
4. Redemption. Series A-1 Preferred Stock is not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series A-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series A-1 Preferred Shares.
5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein:

(A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;

(B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation or all or substantially all of the assets of the Corporation;

(C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series A-1 Preferred Shares shall immediately and automatically convert into shares of Common Stock of the Corporation.

6. Conversion. The Series A-1 Preferred Stock shall be convertible in whole but not in part at the option of the holders of a majority of the Series A-1 Preferred Stock upon the first to occur of: (1) any closing or closings of equity and/or debt financing which, in the aggregate, equal or exceeds \$5,000,000 in gross proceeds, or (2) the Stockholders notification to the Company that such conversion is desired, provided that all Series A-1 shareholder must make the election. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of

Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.

Upon any such conversion, the Series A-1 Preferred Shares shall convert into that number of fully paid and non-assessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share) which would, together with the Common Stock held by the owners of the Series A-1 Preferred Stock as of the date of this Designation, constitute a total of fifty five percent (55%) of the outstanding Common Stock on a fully-diluted basis.

Upon such conversion, each holder of Series A-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory to the Corporation and sufficient to transfer the Series A-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series A-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

No fractional shares of Common Stock shall be issued upon any conversion of the Series A-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series A-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.

The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series A-1 Preferred Shares pursuant hereto; *provided, however*, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series A-1 Preferred Shares converted and no such issue or delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any

such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series A-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series A-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series A-1 Preferred Shares is authorized in all respects.

7. Status of Reacquired Series A-1 Preferred Shares. Series A-1 Preferred Shares issued and reacquired by the Corporation (including Series A-1 Preferred Shares which have been converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series A-1 Preferred Shares undesignated as to the series, subject to later issuance.
8. Definitions. For purposes of this Certificate of Designation, the following terms have the meanings set forth below.

“Qualified Public Offering” shall mean the closing of a firm commitment underwritten public offering of Common Shares at an offering price of not less than \$10.00 per share that raises gross proceeds of not less than \$20 million.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 14th day of October, 2014.

By: Jason Matuszewski
Its: President-Jason Matuszewski

By: Jason Matuszewski
Its: Secretary-Jason Matuszewski

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 23 AM 8:22

BioStem Technologies, Inc

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

P09000013924

(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:

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

N/A

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

N/A

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: _____, Florida _____
(City) (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

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<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			_____

**AMENDED CERTIFICATE OF DESIGNATION
OF
SERIES A-1 CONVERTIBLE PREFERRED SHARES
OF**

CARIBBEAN INTERNATIONAL HOLDINGS, INC.

AKA BioStem Technologies, Inc.
(Pursuant to Section 607.0821 of the Florida
Business Corporation Act)

Caribbean International Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Business Corporation Act of the State of Florida, the Board of Directors of the Corporation, pursuant to its unanimous written consent after first obtaining the unanimous written consent of the holders of all of the Series A-1 Convertible Preferred, do hereby resolve that effective December 15, 2014 that the Rights and Privileges of the Series A-1 Convertible Preferred are hereby amended and restated, and the Certificate of Designation is restated as more fully provided below:

RESOLVED, that the Board of Directors of the Corporation by its Articles of Incorporation has previously provided for the issuance of a series of the Corporation's Series A Convertible Preferred Shares, \$0.001 par value per share, to be designated as "Series A Convertible Preferred Shares" (the "Series A Preferred Shares"). The Series A Preferred Shares shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank prior to all other classes of the capital stock of the Corporation (except as otherwise provided herein).

RESOLVED, that any Series A shares, that are currently outstanding as of the date hereof shall have the same Rights and Privileges that were previously designated.

RESOLVED, the Series A-1 convertible preferred shares, with the voting powers, designations, preferences, relative, participating, optional, conversion and other special rights, and the qualifications, limitations and restrictions outlined herein, and being designated "Series A-1 Preferred Shares" are hereby amended and restated in their entirety:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series A-1 Convertible Preferred Shares," \$0.001 par value per share, consisting of 500,000 shares. Each share of Series A-1 Convertible Preferred Shares shall be referred to herein as a "Series A-1 Preferred Share." The Series A-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series A-1 Preferred Shares as herein provided.

2. Dividends. The holders of Series A-1 Preferred Shares shall not be entitled to receive dividends, out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.

3. Voting Rights. Except as otherwise provided herein and as otherwise required by law, each share of the Series A-1 Preferred Stock shall have the right to vote for the election of directors or any other purpose based upon number of common shares the holders of the A-1 shares would own, if converted on a fully diluted basis.

4. Redemption. Series A-1 Preferred Stock is not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series A-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series A-1 Preferred Shares.

5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein:

(A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;

(B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation or all or substantially all of the assets of the Corporation;

(C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series A-1 Preferred Shares shall immediately and automatically covert into shares of Common Stock of the Corporation.

6. Conversion. The Series A-1 Preferred Stock shall be convertible in whole but not in part at the option of the holders of a majority of the Series A-1 Preferred Stock upon the first to occur of: (1) any closing or closings of equity and/or debt financing which, in the aggregate, equal or exceeds \$5,000,000 in gross proceeds, or (2) the Stockholders notification to the Company that such conversion is desired, provided that all Series A-1 shareholder must make the election. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior

to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.

Upon any such conversion, the Series A-1 Preferred Shares shall convert into that number of fully paid and non-assessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share) which would, together with the Common Stock held by the owners of the Series A-1 Preferred Stock as of the date of this Designation, constitute a total of fifty five percent (55%) of the outstanding Common Stock on a fully-diluted basis.

Upon such conversion, each holder of Series A-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory to the Corporation and sufficient to transfer the Series A-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series A-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

No fractional shares of Common Stock shall be issued upon any conversion of the Series A-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series A-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.

The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series A-1 Preferred Shares pursuant hereto; *provided, however*, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series A-1 Preferred Shares converted and no such issue or

delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series A-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series A-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series A-1 Preferred Shares is authorized in all respects.

7. Status of Reacquired Series A-1 Preferred Shares. Series A-1 Preferred Shares issued and reacquired by the Corporation (including Series A-1 Preferred Shares which have been converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series A-1 Preferred Shares undesignated as to the series, subject to later issuance.
8. Definitions. For purposes of this Certificate of Designation, the following terms have the meanings set forth below.

"Qualified Public Offering" shall mean the closing of a firm commitment underwritten public offering of Common Shares at an offering price of not less than \$10.00 per share that raises gross proceeds of not less than \$20 million.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 16 day of December, 2014.

By: Jason Matuszewski
Its: President- Jason Matuszewski

By: Jason Matuszewski
Its: Secretary- Jason Matuszewski

**AMENDED CERTIFICATE OF DESIGNATION
OF
SERIES B-1 CONVERTIBLE PREFERRED SHARES
OF
BIOSTEM TECHNOLOGIES INC.**

(Pursuant to Section 607.0821 of the Florida
Business Corporation Act)

BIOSTEM TECHNOLOGIES INC., (the "Corporation"), f/k/a Caribbean International Holdings, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Business Corporation Act of the State of Florida, the Board of Directors of the Corporation, pursuant to unanimous written consent, adopted the following resolution:

RESOLVED, that the Board of Directors of the Corporation by its Articles of Incorporation does hereby provide for the issue of a series of the Corporation's Series B Convertible Preferred Shares, \$0.001 par value per share, to be designated as "Series B-1 Convertible Preferred Shares" (the "Series B-1 Preferred Shares"). The Series B-1 Preferred Shares shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank prior to all other classes of the capital stock of the Corporation (except as otherwise provided herein).

The voting powers, designations, preferences, relative, participating, optional, conversion and other special rights, and the qualifications, limitations and restrictions of the Series B Preferred Shares are as amended as follows:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series B-1 Convertible Preferred Shares," \$0.001 par value per share, consisting of 500,000 shares. Each share of Series B-1 Convertible Preferred Shares shall be referred to herein as a "Series B-1 Preferred Share." The Series B-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series B-1 Preferred Shares as herein provided.
2. Dividends. The holders of Series B-1 Preferred Shares shall be entitled to receive an annual dividend, payable in newly issued common stock, in an amount equal to ten percent (10%) of the number of then existing Series B-1 Preferred Shares issued and outstanding, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation. This Dividend shall be cumulative.

3. Voting. Except as provided in this Section 3, or as provided in the Amended and Restated Articles of Incorporation, or as otherwise required by law, the holders of Series B-1 Preferred Shares shall have the right to vote for the election of directors or any other purpose based upon number of common shares the holders of the B-1 shares would own, if converted on a fully diluted basis.

4. Redemption. Series B-1 Preferred Stock is not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series B-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series B-1 Preferred Shares.

5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein;

(A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;

(B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation or all or substantially all of the assets of the Corporation; or

(C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series B-1 Preferred Shares shall immediately and automatically convert into shares of Common Stock of the Corporation equal to fifteen (15%) percent of the fully diluted shares of the Company.

6. Conversion. The Series B-1 Preferred Stock shall be convertible in whole but not in part at the option of the holders of a majority of the Series B-1 Preferred Stock upon the first to occur of: (1) any closing or closings of equity and/or debt financing which, in the aggregate, equal or exceeds \$1,000,000 in gross proceeds, or (2) December 30, 2015. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.

Upon any such conversion, the Series B-1 Preferred Shares shall convert into that number of fully paid and non-assessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share) which would constitute a total of fifteen percent (15%) of the then outstanding Common Stock on a fully-diluted basis after all other conversions are counted, including the A-1 Preferred Shares.

Upon such conversion, each holder of Series B-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory to the Corporation and sufficient to transfer the Series B-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series B-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

No fractional shares of Common Stock shall be issued upon any conversion of the Series B-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series B-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.

The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series B-1 Preferred Shares pursuant hereto; *provided, however*, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series B-1 Preferred Shares converted and no such issue or delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series B-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and non-assessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series B-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series B-1 Preferred Shares is authorized in all respects.

7. Status of Reacquired Series B-1 Preferred Shares. Series B-1 Preferred Shares issued and reacquired by the Corporation (including Series B-1 Preferred Shares which have been converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series B Preferred Shares undesignated as to the series, subject to later issuance.

8. Definitions. For purposes of this Certificate of Designation, the following terms have the meanings set forth below.

“Qualified Public Offering” shall mean the closing of a firm commitment underwritten public offering of Common Shares at an offering price of not less than \$1.00 per share that raises gross proceeds of not less than \$1 million.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 16 day of December, 2014.

By: Jason Matuszewski
Its: President- Jason Matuszewski

By: Jason Matuszewski
Its: Secretary- Jason Matuszewski

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The date of each amendment(s) adoption: December 16, 2014 if other than the date this document was signed.

14 DEC 23 AM 8:23

Effective date if applicable: December 16, 2014
(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.

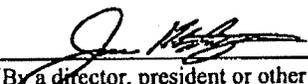
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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 December 16, 2014

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)

Jason Matuszewski
(Typed or printed name of person signing)

President / Secretary
(Title of person signing)

H150000125563

Articles of Amendment
to
Articles of Incorporation
of

Biostem Technologies Inc.

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

P09000013924

(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:

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**)

C. Enter new mailing address, if applicable:
(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 _____

(Florida street address)

New Registered Office Address: _____ Florida _____
(City) (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

FILED
15 JAN 15 PM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H150000125563

H150000125563

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:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

Table with 4 columns: Type of Action (Check One), Title, Name, Address. Rows 1-6 with checkboxes for Change, Add, Remove.

H150000125563

The date of each amendment(s) adoption: January 12, 2015, if other than the date this document was signed.

Effective date if applicable: January 27, 2015
(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.

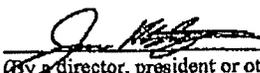
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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 January 13, 2015

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)

Jason Matuszewski
(Typed or printed name of person signing)

Sole Director/ President / Secretary
(Title of person signing)

H150000125563

BioStem Technologies, INC.

Florida Registration #P02000013934

CONSENT RESOLUTIONS BY THE MAJORITY OF DIRECTORS OF THE COMPANY

WHEREAS pursuant to the provisions of the Florida Revised Statutes, as amended (the "Act"), and the Articles of Incorporation and By-Laws of BioStem Technologies Inc., a Florida corporation (the "Company"), the undersigned, being the sole Director of the Company, hereby consents to, votes in favor of, and adopts the following consent resolution of the Directors (the "Directors"). Such Director(s) by his respective signature hereto does hereby waive any and all requirements for the giving of notice for and of the convening of a formal meeting of the Directors;

WHEREAS, the Board has determined that it is in the best interests of the Company to effect a reverse split of its common shares in order to improve the Company image in the marketplace, to reduce the number of shares issued and outstanding and to establish a new base for the Company to move forward;

WHEREAS, the Company held a special meeting on January 12, 2015 and approved a 400 for 1 reverse split of the Company's outstanding common shares without changing the total shares authorized.

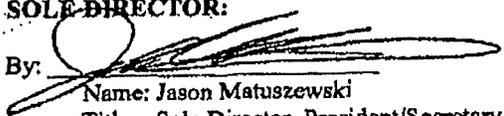
THE FOLLOWING CONSENT RESOLUTION of the Directors was approved effective as of the 12th day of January, 2015 (the "Effective Date" herein).

NOW THEREFORE BE IT RESOLVED THAT:

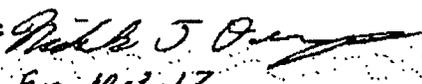
1. The Company shall complete a 400 for 1 reverse split of its common shares upon approval by FINRA and shall take the necessary steps to complete the reverse split as soon as possible.
2. That Jason Matuszewski has full authority to take such actions as are necessary to complete the reverse split.

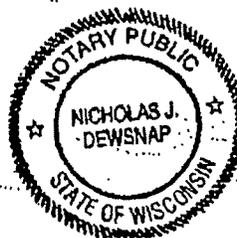
There being no other matter to come before the Board, the meeting was adjourned.

SOLE DIRECTOR:

By: 
Name: Jason Matuszewski
Title: Sole Director, President/Secretary

Date: January 12, 2015

Notary: 
Exp 10-3-17



H150000125563

FILED

15 APR 30 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

BiostemTechnologiesInc

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

P09000013924

(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:

_____ 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**)

C. Enter new mailing address, if applicable:
(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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (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

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:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

Table with 4 columns: Type of Action (Check One), Title, Name, Address. Contains entries for Mark Farber and Jason Matuszewski.

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

Effective date if applicable: _____
(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.

Dated 4-30-2015 _____

Signature Jason Matuszewski _____

(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)

Jason Matuszewski

(Typed or printed name of person signing)

Pres/ Sec

(Title of person signing)

FILED

2015 MAY 19 PM 12: 29

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOSTEM TECHNOLOGIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, persons acting as incorporators under the Florida Revised Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for BIOSTEM TECHNOLOGIES, INC.:

ARTICLE ONE

The name of the Corporation is BIOSTEM TECHNOLOGIES, INC.

ARTICLE TWO

The purpose or purposes for which the Corporation is organized is to engage in all aspects of business. The Corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which Corporation may be organized under the Florida Business Corporation Act and any amendment thereto.

ARTICLE THREE

1. General. The Corporation shall have authority to issue two classes of shares, to be designated as "Preferred" and "Common". The total number of shares, which the Corporation is authorized to issue, is (a) 975,000,000 shares of common stock, Par Value \$0.001; and (b) 25,000,000 shares of Preferred stock, Par Value \$0.001.

2. Preferred Stock. The Board of directors is vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time in one or more series and in such amount as may be determined by the Board of Directors in such resolution or resolutions. The characteristics of the Preferred Stock, including the ownership powers, voting powers, designation, preferences, and relative, participating, optional or other rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively the "Series Terms"), shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Series Terms (a "Preferred Stock Series Resolution") adopted by the Board of Directors or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board with respect to the Series Terms of a particular series (any of which powers may, by a resolution of the Board of Directors, be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not limited to, the establishment of the following relative rights and preferences:

- A. The rate of dividends;
- B. The price at and the terms and conditions for which shares may be redeemed;
- C. The amount payable upon shares in event of involuntary liquidation;
- D. The amount payable upon shares in event of voluntary liquidation;
- E. Sinking fund provisions (if any) for the redemption or purchase of shares;
- F. The terms and conditions on which shares may be converted if shares of any Series are issued with the privilege of conversion; and
- G. Voting rights, include the number of votes per share, the matter on which shares can vote, and the contingencies, which make the voting rights effective.

3. Preferences, Limitations and Relative Rights

- A. General. All shares of Common Stock shall have identical rights with each other. Except as provided in this Article or Preferred Stock Series Resolutions, all shares of Preferred Stock shall have preferences, limitations and relative rights declared by the Board of Directors.
- B. The Corporation currently has designated 1,000,000 shares of its Authorized Preferred as follows:
 - a. 500,000 shares have been designated as "Series A-1 Convertible Preferred" of Preferred Stock Authorized pursuant to the Rights and Privileges filed with the State of Florida on December 23, 2014, which is reincorporated herein; and
 - b. 500,000 shares have been designated as "Series B-1 Convertible Preferred"

ARTICLE FOUR

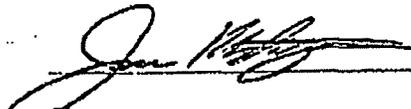
The Corporation's initial registered office shall be:

4749 NE 11th Avenue
Oakland Park, Florida 33334

The Corporation's initial registered agent at such address shall be:

Jason Matuszewski

I hereby acknowledge and accept appointment as corporate registered agent:



Signature

ARTICLE FIVE

The governing board of the Corporation shall be styled as directors. The number of Directors constituting the Board of Directors shall be not less than (1) nor more than

(3). The name and address of the person who is to serve as Director until the next annual meeting of the Shareholders, or until his successor is elected and qualified is:

Jason Matuszewski
4749 NE 11th Avenue
Oakland Park, Florida 33334

ARTICLE SIX

Cumulative voting by the Shareholders of the Corporation at any election for Director is expressly prohibited. The Shareholders entitled to vote for Directors in such election shall be entitled to cast one (1) vote for each Director for each share held.

ARTICLE SEVEN

To the fullest extent permitted by the Florida Business Corporations Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party any action, suit or proceeding by reason of the fact that such person (i) is or was a director of another Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the Corporation or director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporations Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

ARTICLE EIGHT

The Corporation shall have authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

ARTICLE NINE

Any action required by the Florida law to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

ARTICLE TEN

The Board of Directors, without the consent of shareholders, may adopt any re-capitalization affecting the outstanding securities of the Corporation by affecting a forward or reverse split of all outstanding securities of the Corporation, with appropriate adjustments to the Corporation's capital accounts, provided that the re-capitalization does not require any change in the Articles of Incorporation of the Corporation.

ARTICLE ELEVEN

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporations Act, as amended from time to time, relating to affiliated transactions.

ARTICLE TWELVE

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE THIRTEEN

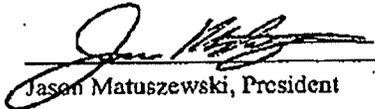
The Board of Directors shall have the right to change the name of the Corporation without shareholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board of Directors, in its sole discretion, deems appropriate.

In Witness Whereof, Jason Matuszewski, President, Secretary and sole director of BIOSTEM TECHNOLOGIES, INC has executed these Amended and Restated Articles of Incorporation in duplicate this 30 day of January, 2015, and states:

That he is the current sole officer and director of the company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; know the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.

This Amendment does not contain an amendment to the articles requiring shareholder approval. The Board of Directors adopted the restatement pursuant to Section 607.100 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on the 20th day of March, 2015.



Jason Matuszewski, President

((H16000068691 3))

Amended and Restated Articles of Incorporation
of
BioStem Technologies, Inc.

Article I. Name

The name of the corporation is BioStem Technologies, Inc. (the "Corporation").

Article II. Registered Office and Agent

The address of the registered office of the Corporation in the State of Florida is 4749 NE 11th Avenue, Oakland Park, FL 33334 or such other place as the Board of Directors of the Corporation (the "Board") shall from time to time select.

The name and address of the Corporation's registered agent in the State of Florida until such time as another agent may be duly authorized and appointed by the Board is Jason Matuszewski, 4749 NE 11th Avenue, Oakland Park, FL 33334.

Article III. Purpose and Business

The purpose of the Corporation is to engage in any lawful act or activity for which corporation may now or hereafter be organized under the Florida Business Corporation Act (as the same may be amended and supplemented from time to time, and including any successor provision thereto, the "Act") including, but not limited to the following:

1. The Corporation may at any time exercise such rights, privileges, and powers, when not inconsistent with the purposes and object for which this corporation is organized;
2. The Corporation shall have power to have succession by its corporate name in perpetuity, or until dissolved and its affairs wound up according to law;
3. The Corporation shall have power to sue and be sued in any court of law or equity;
4. The Corporation shall have power to make contracts;
5. The Corporation shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Florida, or in any other state, territory or country;
6. The Corporation shall have power to appoint such officers and agents as the affairs of the Corporation shall require and allow them suitable compensation;
7. The Corporation shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Florida, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business and the calling and holding of meetings of stockholders;

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8. The Corporation shall have the power to wind up and dissolve itself, or be wound up or dissolved;
9. The Corporation shall have the power to adopt and use a common seal or stamp, or to not use such seal or stamp and if one is used, to alter the same. The use of a seal or stamp by the Corporation on any corporate documents is not necessary. The Corporation may use a seal or stamp, if it desires, but such use or non-use shall not in any way affect the legality of the document;
10. The Corporation shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for another lawful object;
11. The Corporation shall have the power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence in indebtedness created by any other corporation or corporations in the State of Florida, or any other state or government and, while the owner of such stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any;
12. The Corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock and use therefore its capital, capital surplus, surplus or other property or fund;
13. The Corporation shall have to conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any foreign country;
14. The Corporation shall have the power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its articles of incorporation, or any amendments thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in the articles of incorporation of the Corporation, or any amendment thereof;
15. The Corporation shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes; and
16. The Corporation shall have the power to enter partnerships, general or limited, or joint ventures, in connection with any lawful activities.

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Article IV. Capital Stock

1. **Classes and Number of Shares.** The total number of shares of all classes of stock, which the Corporation shall have authority to issue shall be Nine Hundred Seventy Five Million (975,000,000) shares of common stock, par value of \$0.001 per share (the "Common Stock") and Twenty Five Million (25,000,000) shares of preferred stock (the "Preferred Stock").
2. **Powers and Rights of Common Stock.**
 - a. **Preemptive Right.** No shareholders of the Corporation holding common stock shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation.
 - b. **Voting Rights and Powers.** With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his/her name.
 - c. **Dividends and Distributions.**
 - i. **Cash Dividends.** Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board from time to time out of assets of funds of the Corporation legally available therefore; and
 - ii. **Other Dividends and Distributions.** The Board may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock.
 - d. **Other Rights.** Except as otherwise required by the Act and as may otherwise be provided in these Articles of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights, including rights in liquidation.
3. **Powers and Rights of Preferred Stock.**
 - a. **Currently Authorized Preferred Stock.** The Corporation currently has designated 1,000,000 shares of Preferred Stock as follows:
 - i. 500,000 shares of Preferred Stock have been designated as "Series A-1 Convertible Preferred Stock" pursuant to the Amended Certificate of Designation of Series A-1 Convertible Preferred Shares filed with the Secretary of State of the State of Florida on December 23, 2014, which is incorporated herein; and
 - ii. 500,000 shares of Preferred Stock have been designated as "Series B-1 Convertible Preferred Stock" pursuant to the Amended Certificate of Designation of Series B-

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1 Convertible Preferred Shares filed with the Secretary of State of the State of Florida on December 23, 2014, which is incorporated herein.

- b. The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, other than as set forth herein, shall be such as may be fixed, from time to time, by the Board in its sole discretion, authority to do so being hereby expressly vested in the Board. The authority of the Board with respect to each such series of Preferred Stock will include, without limiting the generality of the foregoing, the determination of any or all of the following:
- i. The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
 - ii. the voting powers, if any, of the shares of such series and whether such voting powers are full or limited;
 - iii. the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
 - iv. whether dividends, if any, will be cumulative or noncumulative, the dividend rate or rates of such series and the dates and preferences of dividends on such series;
 - v. the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
 - vi. the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the rates or other determinants of conversion or exchange applicable thereto;
 - vii. the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;
 - viii. the provisions, if any, of a sinking fund applicable to such series; and
 - ix. any other relative, participating, optional or other powers, preferences or rights, and any qualifications, limitations or restrictions thereof, of such series.
4. Issuance of the Common Stock and the Preferred Stock. The Board may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in these Articles of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration and in the case of the Preferred Stock, in one or more series, all as the Board in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The Board, from time to time, also may authorize, by resolution, options, warrants and other rights convertible into Common or Preferred stock (collectively "securities.") The securities must be issued for such consideration, including cash, property, or services, as the Board may deem appropriate, subject to the requirement that the value of such consideration be no less than the par value of the shares issued. Any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon, provided that the actual value of such consideration is not less than the par value of the shares so issued. The Board may issue shares of the Common Stock in the form

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of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to the then holders of the outstanding shares of the Common Stock.

5. Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.
6. One Class. Except as otherwise required by the Act, these Articles of Incorporation, or any designation for a class of Preferred Stock (which may provide that an alternate vote is required), (i) all shares of capital stock of the Corporation shall vote together as one class on all matters submitted to a vote of the shareholders of the Corporation; and (ii) the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the applicable matter shall be required for approval of such matter.
7. Purchase of Shares. The Corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the stockholders of the Corporation.

Article V. Adoption of Bylaws

In the furtherance and not in limitation of the powers conferred by statute and subject to Article VI, the Board is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the bylaws of the Corporation (the "Bylaws").

Article VI. Shareholder Amendment of Bylaws

Notwithstanding Article V hereof, the Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than fifty-one percent (51%) of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class.

Article VII. Board of Directors and Incorporator

1. The business and affairs of the Corporation shall be managed by and under the direction of the Board. The sole current member of the Board is Jason Matuszewski, 4749 NE 11th Avenue, Oakland Park, FL 33334.
2. The name and business address of the original incorporator of the Corporation was Jason Matuszewski, 4749 NE 11th Avenue, Oakland Park, FL 33334.
3. Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, the number of directors of the Corporation may be amended from time to time as set forth in the Bylaws.
4. The Board of Directors, without the consent of the stockholders of the Corporation, may adopt any recapitalization affecting the outstanding securities of the Corporation by effective a

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forward or reverse split of all outstanding securities of the Corporation, with appropriate adjustments to the Corporation's capital accounts, provided that the recapitalization does not require any change in the Corporations Articles of Incorporation.

Article VIII. Term of Board of Directors

1. Except as otherwise required by applicable law, each director shall serve for a term ending on the date of the third Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected. All directors shall have equal standing.
2. Notwithstanding the foregoing provisions of this Article VIII each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected in connection with rights to elect such additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series

Article IX. Vacancies on Board of Directors

Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board resulting from death, resignation, removal, or other causes, shall be filled solely by the quorum of the Board. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

Article X. Removal of Directors

Except as may otherwise be provided in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, any director may be removed from office only by the affirmative vote of the holders of not less than two-thirds (2/3) of the voting power of the issued and outstanding stock entitled to vote. Failure of an incumbent director to be nominated to serve an additional term of office shall not be deemed a removal from office requiring any stockholder vote.

Article XI. Stockholder Action

Any action required or permitted to be taken by the stockholders of the Corporation must be effective at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the Directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of voting stock having not less than the minimum voting power that would be necessary to authorize

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or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law these Articles have been satisfied.

Article XII. Special Stockholder Meeting

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board. Special meetings may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by Board, within the limits fixed by law.

Article XIII. Location of Stockholder Meetings

Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of the Act) outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws.

Article XIV. Private Property of Stockholders

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and the stockholders shall not be personally liable for the payment of the Corporation's debts.

Article XV. Amendments

The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable law and all rights conferred on stockholders herein granted subject to this reservation.

Article XVI. Term of Existence

The Corporation is to have perpetual existence.

Article XVII. Liability of Directors

No director of this Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officers involving any act or omission of any such director or officer. The foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or, which involve intentional misconduct or a knowing violation of law, (iii) under applicable Sections of the Act, (iv) the payment of dividends in violation of Section 78.300 of the Act or, (v) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

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Article XVIII. Indemnification

1. Each person (including here and hereinafter, the heirs, executors, administrators or estate of such person) (1) who is or was a director or officer of the Corporation or who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, or (2) who is or was an agent or employee (other than an officer) of the Corporation and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee, or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.
2. The rights granted under Section 1 of this Article XVIII shall include the right to be paid by the Corporation the expenses (including, without limitation, attorneys' fees and expenses) incurred in defending any such proceeding in advance of its final disposition (an "advancement of expenses"); except that, if the Act so requires, an advancement of expenses incurred by an beneficiary in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such beneficiary, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such beneficiary, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such beneficiary is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in this Article XVIII shall be contract rights and such rights shall continue as to a beneficiary who has ceased to be a director or officer and shall inure to the benefit of the beneficiary's heirs, executors and administrators. No amendment to this Article XVIII that limits the Corporation's obligation regarding advancement of expenses shall have any effect on that right for a claim arising out of an act or omission that occurs prior to the date of the amendment.
3. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation or an administrator or fiduciary with respect to any employee benefit plan to the fullest extent of the provisions of this Article XVIII with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.
4. Any indemnification or advancement of expenses made pursuant to this Article XVIII shall not be exclusive of any other right that any person may have or hereafter acquire under any

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statute, these Articles of Incorporation, the Bylaws or any agreement, vote of stockholders or disinterested directors or otherwise.

5. If this Article XVIII or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation to the fullest extent permitted by all portions of this Article XVIII that has not been invalidated and to the fullest extent permitted by law.

Article XIX. Forum Selection, Attorneys' Fees; Miscellaneous.

1. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) an action asserting a claim arising pursuant to any provision of the Act, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state or federal court located within the state of Florida, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants.
2. If any action is brought by any party against another party, relating to or arising out of these Articles of Incorporation, or the enforcement hereof, the prevailing party shall be entitled to recover from the other party reasonable attorneys' fees, costs and expenses incurred in connection with the prosecution or defense of such action. For purposes of these Articles of Incorporation, the term "attorneys' fees" or "attorneys' fees and costs" shall mean the fees and expenses of counsel to the parties hereto, which may include printing, photocopying, duplicating and other expenses, air freight charges, and fees billed for law clerks, paralegals and other persons not admitted to the bar but performing services under the supervision of an attorney, and the costs and fees incurred in connection with the enforcement or collection any judgment obtained in any such proceeding. The provisions of this Article XIX shall survive the entry of any judgment, and shall not merge, or be deemed to have merged, into any judgment.
3. The Corporation elects not to be governed by Section 607.0901 of the Act, as amended from time to time, relating to affiliated transactions.
4. The Corporation elects not to be governed by Section 607.0902 of the Act, as amended from time to time, relating to control share acquisitions.
5. The Board shall have the right to change the name of the Corporation without stockholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board, in its sole discretion, deems appropriate.

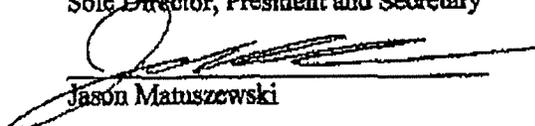
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IN WITNESS WHEREOF, Jason Matuszewski, President, Secretary and sole Director of the Corporation, has executed these Amended and Restated Articles of Incorporation as of March 17, 2016, and states:

That he is the current sole director and officer of the Company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; knows the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matter he believes to be true. These Amended and Restated Articles of Incorporation were approved by the stockholders of the Corporation upon the recommendation of the Board, and the number of votes cast for the amendment by the stockholders was sufficient for approval.

Sole Director, President and Secretary



Jason Matuszewski

I, Jason Matuszewski, hereby accept the appointment as registered agent of BioStem Technologies, Inc., and am familiar with, and accept, the obligations of that position as provided for in the Florida Business Corporation Act.



Jason Matuszewski

March 17, 2016

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**AMENDED CERTIFICATE OF DESIGNATION
SERIES B-1 CONVERTIBLE PREFERRED SHARES**

**Of
BioStem Technologies, Inc.**

PD9000013924

BioStem Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Act, the Corporation hereby states as follows:

1. The name of the corporation is BioStem Technologies, Inc. (formerly known as Caribbean International Holdings, Inc.).
2. The amendment to the Certificate of Designation of the Series B-1 Convertible Preferred Shares of the Corporation was duly adopted by the Board of Directors of the Corporation, pursuant to its unanimous written consent after first obtaining the unanimous written consent of the holders of all of the Series B-1 Convertible Preferred Shares, \$0.001 par value per share, of the Corporation (the "Series B-1 Convertible Preferred"), on May 19, 2016.
3. The amendment is as set forth below and amends and restates the Certificate of Designation of the Series B-1 Convertible Preferred shares of the Corporation in its entirety to provide as follows:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series B-1 Convertible Preferred Shares", \$0.001 par value per share, consisting of 500,000 shares. Each share of Series B-1 Convertible Preferred Shares shall be referred to herein as a "Series B-1 Preferred Share". The Series B-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series B-1 Preferred Shares as herein provided.
2. Dividends. The Series B-1 Preferred Shares shall be entitled to receive an annual dividend, payable in newly issued common stock, in an amount equal to ten percent (10%) of the number of then existing Series B-1 Preferred Shares issued and outstanding, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation. This Dividend shall be cumulative.
3. Super Voting Rights. Except as provided in this Section 3, or as provided in the Amended and Restated Articles of Incorporation, or as otherwise required by law, each Series B-1 Preferred Share shall have the right to vote for the election of directors or any other purpose based upon the number of common shares such Series B-1 Preferred Share would be converted into, if converted on a fully diluted basis.

4. Redemption. Series B-1 Preferred Shares are not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series B-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series B-1 Preferred Shares.
5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein:
- (A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;
 - (B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation or all or substantially all of the assets of the Corporation; or
 - (C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series B-1 Preferred Shares shall immediately and automatically convert into shares of Common Stock of the Corporation equal to fifteen (15%) percent of the fully diluted shares of the Company.

6. Conversion.

- (A) The Series B-1 Preferred Shares shall be convertible in whole but not in part at the option of a majority of the Series B-1 Preferred Shares upon the notification by the holders thereof to the Company that such conversion is desired, provided that all Series B-1 Preferred Shares must make the election. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.
- (B) Upon any such conversion, the Series B-1 Preferred Shares as a whole shall convert into 3,000,000 fully paid and non-assessable shares of Common Stock (i.e., 6 shares of Common Stock per Series B-1 Preferred Share), subject to adjustment on a pro rata basis for any stock splits or reverse splits effected by board resolution from the date of this Amendment through the date of conversion.
- (C) Upon such conversion, each holder of Series B-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory

to the Corporation and sufficient to transfer the Series B-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series B-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

- (D) No fractional shares of Common Stock shall be issued upon any conversion of the Series B-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series B-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.
- (E) The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series B-1 Preferred Shares pursuant hereto; *provided, however,* that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series B-1 Preferred Shares converted and no such issue or delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.
- (F) The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series B-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and non-assessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series B-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series B-1 Preferred Shares is authorized in all respects.

7. Status of Reacquired Series B-1 Preferred Shares. Series B-1 Preferred Shares issued and reacquired by the Corporation (including Series B-1 Preferred Shares which have been

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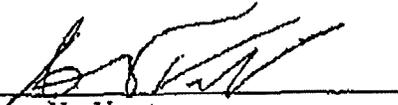
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converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series B Preferred Shares undesignated as to the series, subject to later issuance.

8. Definitions. For purposes of this Certificate of Designation, "Qualified Public Offering" shall mean the closing of a firm commitment underwritten public offering of Common Shares that raises gross proceeds of not less than \$30 million.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 23rd day of May, 2016.

By: 
Andrew VanVurst
Chief Operating Officer

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**AMENDED CERTIFICATE OF DESIGNATION
SERIES A-1 CONVERTIBLE PREFERRED SHARES
Of
BioStem Technologies, Inc.**

P09000013924

BioStem Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that pursuant to the provisions of Sections 607.0821, 607.0602 and 607.0603 of the Act, the Corporation hereby states as follows:

1. The name of the corporation is BioStem Technologies, Inc. (formerly known as Caribbean International Holdings, Inc.).
2. The amendment to the Certificate of Designation of the Series A-1 Convertible Preferred Shares of the Corporation was duly adopted by the Board of Directors of the Corporation, pursuant to its unanimous written consent after first obtaining the unanimous written consent of the holders of all of the Series A-1 Convertible Preferred Shares, \$0.001 par value per share, of the Corporation (the "Series A-1 Convertible Preferred"), on May 19, 2016.
3. The amendment is as set forth below and amends and restates the Certificate of Designation of the Series A-1 Convertible Preferred shares of the Corporation in its entirety to provide as follows:

1. Designation of Series. There shall be a series of Preferred Shares designated as "Series A-1 Convertible Preferred Shares", \$0.001 par value per share, consisting of 300 shares. Each share of Series A-1 Convertible Preferred Shares shall be referred to herein as a "Series A-1 Preferred Share". The Series A-1 Preferred Shares may be issued in fractional shares, each such share to be entitled, proportionately, to the full rights of the Series A-1 Preferred Shares as herein provided.
2. Dividends. The Series A-1 Preferred Shares shall not be entitled to receive dividends, out of assets legally available thereof, prior and in preference to any declaration or payment of any dividend on the common stock or any other capital stock of the Corporation.
3. Super Voting Rights. Except as otherwise provided herein and as otherwise required by law, each Series A-1 Preferred Share shall have the right to vote for the election of directors or any other purpose based upon the number of common shares such Series A-1 Preferred Share would be converted into, if converted on a fully diluted basis, and multiplied by two million (2,000,000).
4. Redemption. Series A-1 Preferred Shares are not subject to automatic redemption upon the occurrence of any event, nor shall the Corporation or any holder of Series A-1 Preferred Shares have the right at its option to redeem or have redeemed any outstanding Series A-1 Preferred Shares.

5. Liquidation. The following events each shall constitute a "Liquidation Event" as provided herein:

- (A) a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary;
- (B) any transaction or series of related transactions for the purpose of or resulting, directly or indirectly, in the acquisition of the primary operating business of the Corporation or all or substantially all of the assets of the Corporation; or
- (C) a consolidation or merger of the Corporation which does not result in the Corporation being the surviving entity and/or the current stockholders of the Corporation owning a controlling interest in the surviving entity.

Immediately prior to the consummation of a Liquidation Event, the Series A-1 Preferred Shares shall immediately and automatically convert into shares of Common Stock of the Corporation.

6. Conversion.

- (A) Series A-1 Preferred Shares shall be convertible in whole but not in part at the option of a majority of the Series A-1 Preferred Stock upon the notification by the holders thereof to the Company that such conversion is desired, provided that all Series A-1 Preferred Shares must make the election. Notwithstanding the above, such conversion shall automatically be deemed to have been effected immediately prior to the Qualified Public Offering, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the Common Stock represented thereby at such time.
- (B) Upon any such conversion, the Series A-1 Preferred Shares shall convert into 300 fully paid and non-assessable shares of Common Stock, subject to adjustment on a pro rata basis for any stock splits or reverse splits effected by board resolution from the date of this Amendment through the date of conversion.
- (C) Upon such conversion, each holder of Series A-1 Preferred Shares shall surrender such shares, accompanied by instruments of transfer satisfactory to the Corporation and sufficient to transfer the Series A-1 Preferred Shares being converted to the Corporation free of any adverse interest, at any of the offices or agencies maintained for such purpose by the Corporation. As promptly as practicable after the surrender of such Series A-1 Preferred Shares as aforesaid, the Corporation shall issue and shall deliver at such office or agency to such holder, or on his written order, a certificate or

certificates for the number of full shares of Common Stock issuable upon the conversion of such shares in accordance with the provisions hereof, in proportion to their Common Stock holdings as of the date of this Designation, and any fractional interest in respect of a share of Common Stock arising upon such conversion shall be settled in cash as provided below.

- (D) No fractional shares of Common Stock shall be issued upon any conversion of the Series A-1 Preferred Shares. Instead of any fractional interest in a share of Common Stock which would otherwise be deliverable upon the conversion of any Series A-1 Preferred Shares, the Corporation shall make an adjustment therefor to the nearest 1/100th of a share in cash at the fair market value of the Common Stock as determined in good faith by the Board of Directors, as of the close of business on the business day next preceding the day of conversion.
- (E) The Corporation will pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of the Series A-1 Preferred Shares pursuant hereto; *provided, however,* that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of the Series A-1 Preferred Shares converted and no such issue or delivery shall be made unless and until the person requesting such issue or delivery had paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.
- (F) The Corporation covenants that all shares of Common Stock which may be delivered upon conversion of the Series A-1 Preferred Shares will upon delivery be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. The number of shares of Common Stock required to effect conversion of all Series A-1 Preferred Shares at any given time shall automatically be deemed to be reserved in a quantity sufficient to effect such conversion, and the issuance of shares of Common Stock upon conversion of Series A-1 Preferred Shares is authorized in all respects.

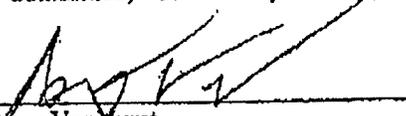
7. Status of Reacquired Series A-1 Preferred Shares. Series A-1 Preferred Shares issued and reacquired by the Corporation (including Series A-1 Preferred Shares which have been converted into shares of Common Stock) shall have the status of authorized and unissued shares of Series A-1 Preferred Shares undesignated as to the series, subject to later issuance.
8. Definitions. For purposes of this Certificate of Designation, "Qualified Public Offering" shall mean the closing of a firm commitment underwritten public offering of Common Shares that raises gross proceeds of not less than \$30 million.

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SECRETARY OF STATE
DIVISION OF CORPORATION

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed in its name by the undersigned, thereunto duly authorized, this 23rd day of May, 2016.

By: 
Andrew Van Vurst
Chief Operating Officer

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(((H17000204285 3)))

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BioStem Technologies, Inc.**

The undersigned, being the Chief Operating Officer of BioStem Technologies, Inc., a corporation existing under the laws of the State of Florida (the "Corporation"), does hereby amend the Amended and Restated Articles of Incorporation of the Corporation filed with the Division of Corporations on March 17, 2016, as thereafter amended (the "Amended and Restated Articles of Incorporation"), as follows:

1. "Article I, Name" is hereby replaced in its entirety to read as follows:

"Article I Name

The name of the corporation is BioBlue Technologies, Inc. (the "Corporation")."

2. This amendment of the Amended and Restated Articles of Incorporation has been duly adopted by the unanimous written consent of the Corporation's board of directors as of August 1, 2017 in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act, and has been adopted and approved by the shareholders of the Corporation on August 1, 2017, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

3. The effective date of this amendment of the Amended and Restated Articles of Incorporation shall be on August 14th, 2017 or on the date of approval by the Financial Industry Regulatory Authority but in no event more than 90 days after the date of filing with Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused this amendment to Amended and Restated Articles of Incorporation to be signed on the date indicated below.

BioStem Technologies, Inc.,
a Florida corporation

By: _____

Andrew Van Vurst
Chief Operating Officer

Date: August 1, 2017

SECRETARY OF STATE
DIVISION OF CORPORATIONS
AND BUSINESS SERVICES

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BioStem Technologies, Inc.

(Forward Stock Split)

Pursuant to Section 607.1006 of the Florida Business Corporation Act, BioStem Technologies, Inc., a Florida corporation (the "Corporation"), hereby amends ("Articles of Amendment") its amended and restated articles of incorporation, as amended ("Articles"), as follows:

A. Forward Stock Split. Upon the Effective Time (as defined below) of these Articles of Amendment, each one (1) share of the Corporation's common stock, par value \$0.001 per share ("Common Stock") issued and outstanding immediately prior to the Effective Time will be and hereby is automatically reclassified and changed (without any further act) into two (2) validly issued, fully-paid and non-assessable shares of Common Stock, without increasing or decreasing the par value thereof, and each fraction of a share of Common Stock issued and outstanding immediately prior to the Effective Time will be and hereby is automatically reclassified and changed (without any further act) into a number of validly issued, fully-paid and non-assessable shares of Common Stock equal to the product of two (2) and such fraction, which product shall be rounded up to the nearest whole share.

B. Authority to Amend. These Articles of Amendment were adopted by the unanimous consent of the Corporation's Board of Directors on August 16, 2017 and duly approved by the Corporation's stockholders on August 16, 2017 as required by law and the Corporation's Articles. The number of votes cast for the Articles of Amendment by the stockholders was sufficient for approval.

C. Effective date. The foregoing amendment will become effective on September 1, 2017. ("Effective Date").

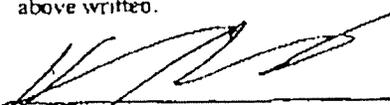
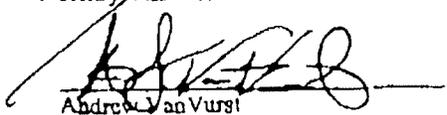
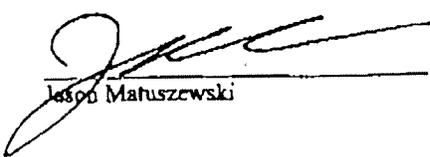
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of August 16, 2017.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned have executed this ~~Contract~~ of the date first above written.


Henry Van Vurst
Andrew Van Vurst
Joseph Matuszewski

(((H1800009404 3)))

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BioBlue Technologies, Inc.

The undersigned, being the Chief Operating Officer of BioBlue Technologies, Inc., a corporation existing under the laws of the State of Florida (the "Corporation"), does hereby amend the Amended and Restated Articles of Incorporation of the Corporation filed with the Division of Corporations on March 17, 2016, as thereafter amended (the "Amended and Restated Articles of Incorporation"), as follows:

1. "Article I, Name" is hereby replaced in its entirety to read as follows:

"Article I Name

The name of the corporation is BioStem Technologies, Inc. (the "Corporation")."

2. This amendment of the Amended and Restated Articles of Incorporation has been duly adopted by the unanimous written consent of the Corporation's board of directors as of January 4, 2018 in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act, and has been adopted and approved by the shareholders of the Corporation on January 5, 2018, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

3. The effective date of this amendment of the Amended and Restated Articles of Incorporation shall be on the filing hereof with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has caused this amendment to Amended and Restated Articles of Incorporation to be signed on the date indicated below.

BioBlue Technologies, Inc.,
a Florida corporation

By: 

Andrew Van Vurst
Chief Operating Officer

Date: January 5, 2018

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