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**WALK IN**

PICK UP: 1-22-15

- CERTIFIED COPY \_\_\_\_\_
- PHOTOCOPY \_\_\_\_\_
- CUS \_\_\_\_\_
- FILING Amend \_\_\_\_\_

1. Pasha's group Inc.  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PASHA'S GROUP INC.**

FILED.

2015 JAN 22 PM 4: 57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704, 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Pasha's Group Inc. are hereby amended as follows:

1. Article IV, Section 4.1, is deleted in its entirety and replaced with the following:

4.1 Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 192,000,000 shares, consisting of:

(i) 111,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock") of which (A) 110,900,000 shares are designated as Series A Common Stock (the "Series A Common Stock"), and (B) 100,000 shares are designated as Series B Common Stock (the "Series B Common Stock"); and

(ii) 81,000,000 shares of preferred stock, \$0.01 par value per share (the "Preferred Stock"), of which (A) 5,000,000 shares of Preferred Stock are designated as Series A Preferred Stock (the "Series A Preferred Stock"), and (B) 76,000,000 shares of Preferred Stock are designated as Series B Preferred Stock (the "Series B Preferred Stock").

The designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof with respect to the Common Stock and the Preferred Stock: are as set forth in this Article IV. No Shareholder of the Corporation shall have preemptive rights to purchase any Securities proposed to be issued by the Corporation, whether such rights exist pursuant to applicable law or otherwise, except as provided in Article V of the Shareholders' Agreement.

Except as amended hereby, all of the other provisions of the Articles of Incorporation, as previously amended, of the Corporation remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act the State of Florida, executed these Amended Articles of Incorporation as of January 21, 2015.

PASHA'S GROUP INC.

By: Antonio Ellek  
Antonio Ellek, President and CEO

**CERTIFICATE  
RE AMENDED ARTICLES OF INCORPORATION  
OF  
PASHA'S GROUP INC.**

PASHA'S GROUP INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended Articles of Incorporation with the Department of State of the State of Florida, that

1. The name of the Corporation is PASHA'S GROUP INC.
2. The Amendment to the Corporation's Articles of Incorporation attached hereto (the "Amendment to the Articles") is in accordance with Section 607.1006 of the FBCA, and provides for a change in the Corporation's total authorized capital stock.
3. The Amendment to the Articles requires shareholder approval. In accordance with Section 607.1003 of the FBCA, (i) the Corporation's Board of Directors approved the Amendment to the Articles and recommended them to the Corporations' shareholders for approval, and (ii) the Corporation's shareholders entitled to vote thereon adopted and approved such Amendment to the Articles. The number of votes to cast for the Amendment to the Articles by the shareholders was sufficient for approval.
4. The date each amendment was adopted was February 21, 2014.