

P12000034541

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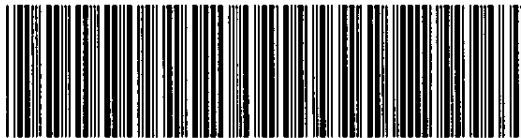
(Business Entity Name)

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DIVISION OF CORPORATIONS

JUL 8 2015

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Fuel Combustion Technologies Inc

DOCUMENT NUMBER: P12000034541

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

Please return all correspondence concerning this matter to the following:

Philip Magri, Esq.
Name of Contact Person

Magri Firm, LLC
Firm/ Company

2642 NE 9th Avenue
Address

Fort Lauderdale, FL 3334
City/ State and Zip Code

pmagri@magrilaw.com
E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Philip Magri at (954) 303-8027
Name of Contact Person Area Code & Daytime Telephone Number

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

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certificate of Status (Additional copy is Certified Copy enclosed)
- \$52.50 Filing Fee Certified Copy Certificate of Status (Additional copy is Certified Copy enclosed) (Additional Copy is enclosed)

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

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

Articles of Amendment
to
Articles of Incorporation
of

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DIVISION OF CORPORATION

15 JUN 30 PM 3: 52

FUEL COMBUSTION TECHNOLOGIES INC.

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

P12000034541

(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:

N/A

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

C. Enter new mailing address, if applicable:

N/A

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

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

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

N/A

, 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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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			_____

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FUEL COMBUSTION TECHNOLOGIES INC.**

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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President and Chief Executive Officer of **FUEL COMBUSTION TECHNOLOGIES INC.**, a Florida corporation (the "**Corporation**"), does hereby certify as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Third Articles of Incorporation filed with the Secretary of State on Florida on July 2, 2012 (the "**Restated Articles**");
2. Article IV the Restated Articles is hereby amended and restated in its entirety as follows:

A. **Authorized Shares.** The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 260 million (260,000,000) shares, consisting of: (i) 250,000,000 shares of common stock, par value \$0.0001 per share (the "**Common Stock**") and (ii) 10,000,000 shares of preferred stock, par value \$0.001 per share (the "**Preferred Stock**"), each having the rights set forth in this Article IV. The authorized number of shares of any class of capital stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles of Incorporation, as amended, as they may be amended from time-to-time. Except as may be required by a series of Preferred Stock or by applicable law, no separate vote of such class of capital stock, the authorized number of which is to be increased or decreased, shall be necessary to effect such change.

B. **Preferred Stock.** The Board of Directors of the Corporation (the "**Board**") is hereby authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, a series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series, and the designation of such series, the voting and other powers (if any) of the shares of such series, and the preferences and any relative, participating, optional or other special rights and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, may differ from those of any and all other series of Preferred Stock at any time outstanding.

C. **Voting.**

(i) Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters in which shareholders generally are entitled to vote, except as may be otherwise be provided in these Articles of Incorporation (including any Certificate filed with the Secretary of State of the State of Florida establishing the terms of a series of Preferred Stock), as amended, or by the Act.

(ii) The holder of any series of Preferred Stock shall be entitled to any voting powers as provided in the Certificate creating such series.

D. **Dividends.** Subject to the Act and the rights (if any) of the holders of any outstanding series of Preferred Stock, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board, in its discretion, shall determine. In determining the dividend per share, the numerator shall be the amount of cash, other property or capital stock payable to holders of common stock and the denominator shall be the total outstanding shares of Common Stock.

E. **Adjustment to Classes and Number of Shares Outstanding.**

(i) Combination of Class A Common Stock and Class B Common Stock. As of the close of business on July 1, 2015 (4:01 p.m. Eastern Daylight Time) (the "**Reverse Split Date**"), (i) each share of Class A Common Stock, par value \$0.0001 per share, of the Corporation (the "**Class A**") and (ii) each share of Class B Common Stock, par value \$0.0001 per share, of the Corporation (the "**Class B**") issued and outstanding immediately prior to the Reverse Split Date (such shares of Class A and Class B collectively referred to herein as the "**Old Common Stock**") automatically and without any action on the part of the holder thereof will be reclassified and changed into one share of Common Stock (such action, the "**Reclassification**").

(ii) Reverse Stock Split. Immediately following the Reclassification, each 10 shares of Common Stock issued and outstanding immediately subsequent to the Reclassification automatically and without any action on the part of the holder thereof will be reclassified and changed into one share of Common Stock, subject to the treatment of fractional share interests as described below (such action, the "**Reverse Split**," and such shares of Common Stock outstanding after, and giving effect to, both of the Reclassification and the Reverse Split, the "**New Common Stock**").

(iii) Exchange of Certificates; Fractional Shares. Each holder of a certificate or certificates that immediately prior to the Reverse Split Date represented outstanding shares of Old Common Stock (the "**Old Certificates**") will be entitled to receive, upon surrender of such Old Certificates to the Corporation for cancellation, a certificate or certificates (the "**New Certificates**," whether one or more) representing the number of whole shares (rounded up to the nearest whole share) of the New Common Stock into which and for which the shares of the Old Common Stock formerly represented by such Old Certificates so surrendered are reclassified under the terms hereof. From and after the Reverse Split Date, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof. No certificates or scrip representing fractional share interests in New Common Stock will be issued. If more than one Old Certificate shall be surrendered at one time for the account of the same shareholder, the number of full shares of New Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. In the event that the Corporation determines that a holder of Old Certificates has not tendered all his, her or its certificates for exchange, the Corporation shall carry forward any fractional share until all certificates of that holder have been presented for exchange. The Old Certificates surrendered for exchange shall be properly endorsed and otherwise in proper form for transfer. From and after the Reverse Split Date, the amount of capital represented by the shares of the New Common Stock into which and for which the shares of the Old Common Stock are reclassified under the terms hereof shall be an amount equal to the product of the number of issued and outstanding shares of New Common Stock and the \$0.0001 par value of each such share.

3. Article V of the Restated Articles is hereby deleted in its entirety.

4. This Amendment was duly adopted in accordance with the provisions of Sections 607.0821 and 607.1006 of the Business Corporation Act of the State of Florida and a the number of votes cast for the amendment by the shareholders was sufficient for the approval of this Amendment.
5. All other provisions of the Restated Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer of this Corporation, has executed these Articles of Amendment as of June 22, 2015.

FUEL COMBUSTION TECHNOLOGIES INC.

By: /s/ Sergey Gurin

Sergey Gurin

President and Chief Executive Officer

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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)

SEE ATTACHED, WHICH IS INCORPORATED HEREIN BY REFERENCE

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

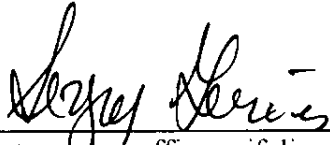
by _____,”
(voting group)

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 June 22, 2015

Signature */s/ Sergey Gurin*



(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)

Sergey Gurin

(Typed or printed name of person signing)

President and Chief Executive Officer

(Title of person signing)

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