

P 98000040672

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

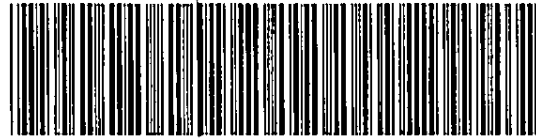
(Business Entity Name)

(Document Number)

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2017 OCT 10 PM 4:55

C. GOLDEN

OCT 10 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Advanced Defense Technologies, Inc.

DOCUMENT NUMBER: 198000046672

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

Please return all correspondence concerning this matter to the following:

Ricky Sitomer

Name of Contact Person

Advanced Defense Technologies, Inc.

Firm/ Company

Tower 57, East 57th Street, 11th Floor

Address

New York, NY 10022

City/ State and Zip Code

rs@starjetsintl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ricky Sitomer

at (917) 331 5152

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

FILED

2017 OCT 19 PM 4:55

Advanced Defense Technologies, Inc.

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

198000046672

(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**)*

Tower 57, 135 E. 57th Street, 11th Floor

New York, NY 10022

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

Tower 57, 135 E. 57th Street, 11th Floor

New York, NY 10022

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: _____

(City)

Florida

(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 checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>CEO</u>	<u>Ricky Sitomer</u>	<u>Tower 57, 135 E. 57th Street, 11th F</u> <u>New York, NY 10022</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Director</u>	<u>Ricky Sitomer</u>	<u>Tower 57, 135 E. 57th Street, 11th F</u> <u>New York, NY 10022</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Secretary</u>	<u>Ricky Sitomer</u>	<u>Tower 57, 135 E. 57th Street, 11th F</u> <u>New York, NY 10022</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Treasurer</u>	<u>Ricky Sitomer</u>	<u>Tower 57, 135 E. 57th Street, 11th F</u> <u>New York, NY 10022</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>(All Posi</u>	<u>Anne Tahim</u>	<u>2331 W. Lincoln Avenue, Suite #31</u> <u>Anaheim, CA 92801</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>(All Posi</u>	<u>Raghibir Tahim</u>	<u>2331 W. Lincoln Avenue, Suite #31</u> <u>Anaheim, CA 92801</u>

The date of each amendment(s) adoption: September 28, 2017, 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.

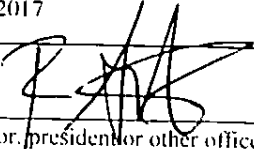
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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 September 28, 2017

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)

Ricky Sitomer
(Typed or printed name of person signing)

CEO, Director, Secretary, Treasurer
(Title of person signing)

ADVANCED DEFENSE TECHNOLOGIES, INC.
CERTIFICATE OF DESIGNATION OF
SERIES A PREFERRED STOCK, SETTING FORTH THE POWERS,
PREFERENCES, RIGHTS, QUALIFICATIONS, LIMITATIONS AND
RESTRICTIONS OF SUCH SERIES OF PREFERRED STOCK

Pursuant to 607.0625 of the Florida Business Corporation Act, Advanced Defense Technologies, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY:

The Amended and Restated Certificate of Incorporation of the Corporation (the "Charter") confers upon the Board of Directors of the Corporation (the "Board of Directors") the authority to provide for the issuance of shares of preferred stock in series and to establish the number of shares to be included in each such series and to fix the powers, designations, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. On April 30, 2007, the Board of Directors duly authorized shares of Preferred Stock, comprised initially of 20,000,000 shares and such resolution has not been modified and is in full force and effect on the date hereof:

RESOLVED that, pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Charter, a series of the class of authorized preferred stock of the Corporation is hereby created and that the designation and number of shares thereof and the powers, preferences and rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

Section 1. Designation and Number.

(a) The shares of such series shall be designated as the Series A Preferred Stock (the "Series A Preferred Stock"). The number of shares initially constituting the Series A Preferred Stock shall be 530,035,3356, which number may be increased or decreased by the Board of Directors without a vote of shareholders; provided, however, that such number may not be decreased below the sum of the number of then outstanding shares of Series A Preferred Stock.

(b) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Section 8 below.

Section 2. Dividends and Distributions.

The Series A Preferred Stock will be entitled to a PIK (Paid-in-kind) dividend of 8%, accruing for 5 years from date of issuance.

Section 3. Voting.

Except as otherwise expressly set forth herein or as required by law, the Series A Preferred Stock shall entitle the holders thereof to vote, with the common stockholders, except that each Series A preferred share shall have 10,000 votes on any matter submitted for shareholder action, and the consent of the holders thereof shall be required for the taking of any corporate action.

Section 4. Redemption.

(a) To the extent not prohibited by law, all, but not less than all, of the then-outstanding shares of Series A Preferred Stock shall be redeemed at a redemption price per share of Series A Preferred Stock in cash equal to \$22.64 (such amount, the "Series A Per Share Redemption Amount") upon a date and time, or the happening of an event, determined by the consent of the Series A preferred stockholders and the affirmative vote of a majority of the Board of Directors. The date, time or event on which the redemption is to be effected, the "Redemption Date".

(b) No more than 30 days prior to the Redemption Date and, to the extent reasonably practicable, at least 7 days prior to the Redemption Date, written notice shall be mailed by the Corporation, postage prepaid, to the holders of record (at the close of business on the Business Day next preceding the day on which notice is given) of the Series A Preferred Stock, at the address last shown on the records of the Corporation for each such holder or

given by each such holder to the Corporation for the purpose of notifying such holders of the redemption to be effected, specifying the Redemption Date, the Series A Per Share Redemption Amount and the place at which payment may be obtained, and calling upon such holders to surrender to the Corporation, in the manner and at the place designated, the shares to be redeemed (the "Redemption Notice").

(c) On or before the Redemption Date, each holder of Series A Preferred Stock to be redeemed shall surrender such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Series A Per Share Redemption Amount for such shares shall be payable to the order of the person whose name appears on the Corporation's record books as the owner thereof, and each such share shall be cancelled and retired.

(d) If the Redemption Notice shall have been duly given, and if as of the Redemption Date the appropriate aggregate redemption price for the then outstanding shares of Series A Preferred Stock is either paid or made available for payment through the deposit arrangements specified in Section 4(c) below, then the rights of all of the holders of such shares with respect to such shares shall terminate after such Redemption Date, except only the right of the holders to receive the redemption price without interest upon surrender of the shares therefor, and no shares of the Series A Preferred Stock shall be deemed to be outstanding.

(e) For the avoidance of doubt, other than as set forth in the Stockholders' Agreement (as defined in the Charter), nothing in this Section 4 shall prohibit the Corporation from effecting the, and the Corporation shall to the extent not prohibited by law be entitled at any time and from time to time to, repurchase in the open market, in privately negotiated transactions or through tender offers or other transactions any amount of the then outstanding shares of Series A Preferred Stock that it desires to repurchase at such sums and on such conditions as shall be negotiated between or among the Corporation and one or more holders of Series A Preferred Stock.

Section 5. Redeemed or Repurchased Shares.

Any shares of Series A Preferred Stock redeemed or repurchased by the Corporation pursuant to Section 4 above or otherwise shall be retired and canceled and may not be reissued as shares of such series and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

Section 6. Liquidation Event.

(a) Non-Cash Consideration. If any assets of the Corporation distributed to holders of the Series A Preferred Stock in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by written resolution of the Board of Directors, except that any securities to be distributed to holders of the Series A Preferred Stock in a liquidation, dissolution, or winding up of the Corporation shall, unless otherwise specified in a definitive agreement for the acquisition of the Corporation, be valued as follows:

(i) The method of valuation of securities not subject to an investment representation letter or other similar restrictions on free marketability shall be as follows:

(1) if the securities are then traded on a national securities exchange, then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30 calendar day period ending three trading days prior to the distribution; and

(2) if (1) above does not apply but the securities are actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid prices over the 30 calendar day period ending three trading days prior to the distribution; and

(3) if there is no active public market as described in clauses (1) or (2) above, then the value shall be the fair market value thereof, as determined in good faith by written resolution of the Board of Directors.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in Sections

(6)(b)(i)(1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by written resolution of the Board of Directors.

Section 7. Conversion.

The shares of Series A Preferred Stock shall be convertible into shares of Common Stock at a rate of one hundred (100) common shares for each share of Series A Preferred Stock.

For the purposes of this Certificate of Designation, the following terms shall have the meanings indicated:

(a) "Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the State of California.

(b) "Certificate of Designation" means this Certificate of Designation of the Series A Preferred Stock, as it may be amended from time to time.

(c) "Common Stock" means the Common Stock of the Corporation, par value \$0.001 per share.

(d) "Person" means any individual, corporation, limited liability company, partnership, trust, joint stock company, business trust, unincorporated association, joint venture or other legal entity of any nature whatsoever.

(e) "Subsidiary" of the Corporation means a corporation, limited liability company, partnership, association or other Person of which shares of stock or other ownership interests having ordinary voting power (without regard to the happening of a contingency) to elect a majority of the board of directors or other managers of such corporation, limited liability company, partnership, association or other Person are at the time owned, or the management of which is otherwise controlled, directly or indirectly through one or more intermediaries, or both, by the Corporation.

Section 8. Definitions.

For the purposes of this Certificate of Designation, the following terms shall have the meanings indicated:

(a) "Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the State of California.

(b) "Certificate of Designation" means this Certificate of Designation of the Series A Preferred Stock, as it may be amended from time to time.

(c) "Common Stock" means the Common Stock of the Corporation, par value \$0.001 per share.

(d) "Person" means any individual, corporation, limited liability company, partnership, trust, joint stock company, business trust, unincorporated association, joint venture or other legal entity of any nature whatsoever.

(e) "Subsidiary" of the Corporation means a corporation, limited liability company, partnership, association or other Person of which shares of stock or other ownership interests having ordinary voting power (without regard to the happening of a contingency) to elect a majority of the board of directors or other managers of such corporation, limited liability company, partnership, association or other Person are at the time owned, or the management of which is otherwise controlled, directly or indirectly through one or more intermediaries, or both, by the Corporation.

Section 9. Modification; Amendment or Waiver.

The terms of this Certificate of Designation shall not, by merger, consolidation or otherwise, be amended, waived, altered or repealed without the affirmative vote of the holders of a majority of the voting power of the Series A Preferred Stock, voting as a separate class. Any right or preference of the Series A Preferred Stock set forth in this Certificate of Designation may be waived pursuant to a written instrument signed by the holders of a majority of the voting power of the outstanding shares of Series A Preferred Stock, voting as a separate class, which

written instrument shall specifically set forth the right or preference being waived and the extent of such waiver. For the purposes of this Section 9, each share of Series A Preferred Stock shall have one (1) vote per share.

Section 10. Severability.

If any term of this Certificate of Designation is invalid, unlawful, or incapable of being enforced by reason of any rule of law or public policy, all other terms of this Certificate of Designation as set forth herein which can be given effect without the invalid, unlawful or unenforceable term will, nevertheless, remain in full force and effect, and no term of this Certificate of Designation will be deemed dependent upon any other such term unless so expressed in this Certificate of Designation.

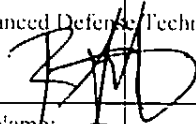
IN WITNESS WHEREOF, Advanced Defense Technologies has caused this Certificate of Designation to be duly executed in its corporate name on this 28th day of September, 2017.

Advanced Defense Technologies, Inc.

By: _____

Name:

Title:



RICKY SITOMER

CEO

ADVANCED DEFENSE TECHNOLOGIES, INC.

CERTIFICATE OF DESIGNATION OF
SERIES B PREFERRED STOCK, SETTING FORTH THE POWERS,
PREFERENCES, RIGHTS, QUALIFICATIONS, LIMITATIONS AND
RESTRICTIONS OF SUCH SERIES OF PREFERRED STOCK

Pursuant to 607.0625 of the Florida Business Corporation Act, Advanced Defense Technologies, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY:

The Amended and Restated Certificate of Incorporation of the Corporation (the "Charter") confers upon the Board of Directors of the Corporation (the "Board of Directors") the authority to provide for the issuance of shares of preferred stock in series and to establish the number of shares to be included in each such series and to fix the powers, designations, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. On April 30, 2007, the Board of Directors duly authorized shares of Preferred Stock, comprised initially of 20,000,000 shares and such resolution has not been modified and is in full force and effect on the date hereof:

RESOLVED that, pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Charter, a series of the class of authorized preferred stock of the Corporation is hereby created and that the designation and number of shares thereof and the powers, preferences and rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

Section 1. Designation and Number.

(a) The shares of such series shall be designated as the Series B Preferred Stock (the "Series B Preferred Stock") to Anne and Raghbir Tahim. The number of shares initially constituting the Series B Preferred Stock shall be 100, which number may be increased or decreased by the Board of Directors without a vote of shareholders; provided, however, that such number may not be decreased below the sum of the number of then outstanding shares of Series B Preferred Stock.

(b) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Section 8 below.

Section 2. Dividends and Distributions.

The Series B Preferred Stock will not be entitled to receive any mandatory dividends or distributions of cash or other property.

Section 3. Voting.

Except as otherwise expressly set forth herein or as required by law, the Series B Preferred Stock shall not entitle the holders thereof to vote on any matter submitted for shareholder action, and the consent of the holders thereof shall not be required for the taking of any corporate action.

Section 4. Redemption.

(a) To the extent not prohibited by law, all, but not less than all, of the then-outstanding shares of Series B Preferred Stock shall be redeemed at a redemption price per share of Series B Preferred Stock in cash equal to \$2,113.35 (such amount, the "Series B Per Share Redemption Amount") upon a date and time, or the happening of an event, determined by the affirmative vote of a majority of the Board of Directors. The date, time or event on which the redemption is to be effected, the "Redemption Date".

(b) No more than 30 days prior to the Redemption Date and, to the extent reasonably practicable, at least 7 days prior to the Redemption Date, written notice shall be mailed by the Corporation, postage prepaid, to the holders of record (at the close of business on the Business Day next preceding the day on which notice is given) of the Series B Preferred Stock, at the address last shown on the records of the Corporation for each such holder or given by each such holder to the Corporation for the purpose of notifying such holders of the redemption to be

effected, specifying the Redemption Date, the Series B Per Share Redemption Amount and the place at which payment may be obtained, and calling upon such holders to surrender to the Corporation, in the manner and at the place designated, the shares to be redeemed (the "Redemption Notice").

(c) On or before the Redemption Date, each holder of Series B Preferred Stock to be redeemed shall surrender such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Series B Per Share Redemption Amount for such shares shall be payable to the order of the person whose name appears on the Corporation's record books as the owner thereof, and each such share shall be cancelled and retired.

(d) If the Redemption Notice shall have been duly given, and if as of the Redemption Date the appropriate aggregate redemption price for the then outstanding shares of Series B Preferred Stock is either paid or made available for payment through deposit arrangements, then the rights of all of the holders of such shares with respect to such shares shall terminate after such Redemption Date, except only the right of the holders to receive the redemption price without interest upon surrender of the shares therefor, and no shares of the Series B Preferred Stock shall be deemed to be outstanding.

(e) For the avoidance of doubt, other than as set forth in the Stockholders' Agreement (as defined in the Charter), nothing in this Section 4 shall prohibit the Corporation from effecting the, and the Corporation shall to the extent not prohibited by law be entitled at any time and from time to time to, repurchase in the open market, in privately negotiated transactions or through tender offers or other transactions any amount of the then outstanding shares of Series B Preferred Stock that it desires to repurchase at such sums and on such conditions as shall be negotiated between or among the Corporation and one or more holders of Series B Preferred Stock.

Section 5. Redeemed or Repurchased Shares.

Any shares of Series B Preferred Stock redeemed or repurchased by the Corporation pursuant to Section 4 above or otherwise shall be retired and canceled and may not be reissued as shares of such series and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Series B Preferred Stock accordingly.

Section 6. Liquidation Event.

(a) Non-Cash Consideration. If any assets of the Corporation distributed to holders of the Series B Preferred Stock in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by written resolution of the Board of Directors, except that any securities to be distributed to holders of the Series B Preferred Stock in a liquidation, dissolution, or winding up of the Corporation shall, unless otherwise specified in a definitive agreement for the acquisition of the Corporation, be valued as follows:

(i) The method of valuation of securities not subject to an investment representation letter or other similar restrictions on free marketability shall be as follows:

(1) if the securities are then traded on a national securities exchange, then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30 calendar day period ending three trading days prior to the distribution; and

(2) if (1) above does not apply but the securities are actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid prices over the 30 calendar day period ending three trading days prior to the distribution; and

(3) if there is no active public market as described in clauses (1) or (2) above, then the value shall be the fair market value thereof, as determined in good faith by written resolution of the Board of Directors.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in Sections

(6)(b)(i)(1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by written resolution of the Board of Directors.

Section 7. Conversion.

The shares of Series B Preferred Stock shall be convertible into shares of Common Stock, at a rate of ten thousand (10,000) shares of Common Stock for one (1) share of Series B Preferred Stock.

Section 8. Definitions.

For the purposes of this Certificate of Designation, the following terms shall have the meanings indicated:

(a) "Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the State of California.

(b) "Certificate of Designation" means this Certificate of Designation of the Series B Preferred Stock, as it may be amended from time to time.

(c) "Common Stock" means the Common Stock of the Corporation, par value \$0.001 per share, and each other class or series of capital stock of the Corporation that does not have a preference over any other class or series of capital stock of the Corporation in the payment of dividends or in the distribution of assets on liquidation, dissolution or winding up of the Corporation and, in each case, shall include any other class or series of capital stock of the Corporation into which such stock is reclassified or reconstituted (such class or series of capital stock of the Corporation into which such stock is reclassified or reconstituted, "Reclassified or Reconstituted Common Stock").

(d) "Person" means any individual, corporation, limited liability company, partnership, trust, joint stock company, business trust, unincorporated association, joint venture or other legal entity of any nature whatsoever.

(e) "Subsidiary" of the Corporation means a corporation, limited liability company, partnership, association or other Person of which shares of stock or other ownership interests having ordinary voting power (without regard to the happening of a contingency) to elect a majority of the board of directors or other managers of such corporation, limited liability company, partnership, association or other Person are at the time owned, or the management of which is otherwise controlled, directly or indirectly through one or more intermediaries, or both, by the Corporation.

Section 9. Modification, Amendment or Waiver.

The terms of this Certificate of Designation shall not, by merger, consolidation or otherwise, be amended, waived, altered or repealed without the affirmative vote of the holders of a majority of the voting power of the Series B Preferred Stock, voting as a separate class. Any right or preference of the Series B Preferred Stock set forth in this Certificate of Designation may be waived pursuant to a written instrument signed by the holders of a majority of the voting power of the outstanding shares of Series B Preferred Stock, voting as a separate class, which written instrument shall specifically set forth the right or preference being waived and the extent of such waiver. For the purposes of this Section 9, each share of Series B Preferred Stock shall have one (1) vote per share.

Section 10. Severability.

If any term of this Certificate of Designation is invalid, unlawful, or incapable of being enforced by reason of any rule of law or public policy, all other terms of this Certificate of Designation as set forth herein which can be given effect without the invalid, unlawful or unenforceable term will, nevertheless, remain in full force and effect, and no term of this Certificate of Designation will be deemed dependent upon any other such term unless so expressed in this Certificate of Designation.

IN WITNESS WHEREOF, Advanced Defense Technologies, Inc. has caused this Certificate of Designation to be duly executed in its corporate name on this 28th day of September, 2017.

Advanced Defense Technologies, Inc.

By: 

Name: RICKY SITOMER

Title: CEO

ADVANCED DEFENSE TECHNOLOGIES, INC.

CERTIFICATE OF DESIGNATION OF
SERIES C PREFERRED STOCK, SETTING FORTH THE POWERS,
PREFERENCES, RIGHTS, QUALIFICATIONS, LIMITATIONS AND
RESTRICTIONS OF SUCH SERIES OF PREFERRED STOCK

Pursuant to 607.0625 of the Florida Business Corporation Act, Advanced Defense Technologies, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY:

The Amended and Restated Certificate of Incorporation of the Corporation (the "Charter") confers upon the Board of Directors of the Corporation (the "Board of Directors") the authority to provide for the issuance of shares of preferred stock in series and to establish the number of shares to be included in each such series and to fix the powers, designations, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. On April 30, 2007, the Board of Directors duly authorized shares of Preferred Stock, comprised initially of 20,000,000 shares and such resolution has not been modified and is in full force and effect on the date hereof:

RESOLVED that, pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Charter, a series of the class of authorized preferred stock of the Corporation is hereby created and that the designation and number of shares thereof and the powers, preferences and rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

Section 1. Designation and Number.

(a) The shares of such series shall be designated as the Series C Preferred Stock (the "Series C Preferred Stock") to Jay O. Wright. The number of shares initially constituting the Series C Preferred Stock shall be 25,000, which number may be increased or decreased by the Board of Directors without a vote of shareholders; provided, however, that such number may not be decreased below the sum of the number of then outstanding shares of Series C Preferred Stock.

(b) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Section 8 below.

Section 2. Dividends and Distributions.

The Series C Preferred Stock will not be entitled to receive any mandatory dividends or distributions of cash or other property.

Section 3. Voting.

Except as otherwise expressly set forth herein or as required by law, the Series C Preferred Stock shall not entitle the holders thereof to vote, on any matter submitted for shareholder action, and the consent of the holders thereof shall not be required for the taking of any corporate action.

Section 4. Redemption.

(a) To the extent not prohibited by law, all, but not less than all, of the then-outstanding shares of Series C Preferred Stock shall be redeemed at a redemption price per share of Series C Preferred Stock in cash equal to \$1.00 (such amount, the "Series C Per Share Redemption Amount") upon a date and time, or the happening of an event, determined by the consent of the Series C Stockholder and the affirmative vote of a majority of the Board of Directors. The date, time or event on which the redemption is to be effected, the "Redemption Date".

(b) No more than 30 days prior to the Redemption Date and, to the extent reasonably practicable, at least 7 days prior to the Redemption Date, written notice shall be mailed by the Corporation, postage prepaid, to the holders of record (at the close of business on the Business Day next preceding the day on which notice is given) of the Series C Preferred Stock, at the address last shown on the records of the Corporation for each such holder or given by each such holder to the Corporation for the purpose of notifying such holders of the redemption to be

effected, specifying the Redemption Date, the Series C Per Share Redemption Amount and the place at which payment may be obtained, and calling upon such holders to surrender to the Corporation, in the manner and at the place designated, the shares to be redeemed (the "Redemption Notice").

(c) On or before the Redemption Date, each holder of Series C Preferred Stock to be redeemed shall surrender such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Series C Per Share Redemption Amount for such shares shall be payable to the order of the person whose name appears on the Corporation's record books as the owner thereof, and each such share shall be cancelled and retired.

(d) If the Redemption Notice shall have been duly given, and if as of the Redemption Date the appropriate aggregate redemption price for the then outstanding shares of Series C Preferred Stock is either paid or made available for payment through deposit arrangements, then the rights of all of the holders of such shares with respect to such shares shall terminate after such Redemption Date, except only the right of the holders to receive the redemption price without interest upon surrender of the shares therefor, and no shares of the Series C Preferred Stock shall be deemed to be outstanding.

(e) For the avoidance of doubt, other than as set forth in the Stockholders' Agreement (as defined in the Charter), nothing in this Section 4 shall prohibit the Corporation from effecting the, and the Corporation shall to the extent not prohibited by law be entitled at any time and from time to time to, repurchase in the open market, in privately negotiated transactions or through tender offers or other transactions any amount of the then outstanding shares of Series C Preferred Stock that it desires to repurchase at such sums and on such conditions as shall be negotiated between or among the Corporation and one or more holders of Series C Preferred Stock.

Section 5. Redeemed or Repurchased Shares.

Any shares of Series C Preferred Stock redeemed or repurchased by the Corporation pursuant to Section 4 above or otherwise shall be retired and canceled and may not be reissued as shares of such series and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Series C Preferred Stock accordingly.

Section 6. Liquidation Event.

(a) Non-Cash Consideration. If any assets of the Corporation distributed to holders of the Series C Preferred Stock in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by written resolution of the Board of Directors, except that any securities to be distributed to holders of the Series C Preferred Stock in a liquidation, dissolution, or winding up of the Corporation shall, unless otherwise specified in a definitive agreement for the acquisition of the Corporation, be valued as follows:

(i) The method of valuation of securities not subject to an investment representation letter or other similar restrictions on free marketability shall be as follows:

(1) if the securities are then traded on a national securities exchange, then the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the 30 calendar day period ending three trading days prior to the distribution; and

(2) if (1) above does not apply but the securities are actively traded over-the-counter, then the value shall be deemed to be the average of the closing bid prices over the 30 calendar day period ending three trading days prior to the distribution; and

(3) if there is no active public market as described in clauses (1) or (2) above, then the value shall be the fair market value thereof, as determined in good faith by written resolution of the Board of Directors.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in Sections

(6)(b)(i)(1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by written resolution of the Board of Directors.

Section 7. Conversion.

The shares of Series C Preferred Stock shall be convertible into shares of Common Stock at a rate of one hundred (100) common shares for each share of Series C Preferred Stock.

Section 8. Definitions.

For the purposes of this Certificate of Designation, the following terms shall have the meanings indicated:

(a) "Business Day" means any day except Saturday, Sunday or any day on which banks are generally not open for business in the State of California.

(b) "Certificate of Designation" means this Certificate of Designation of the Series C Preferred Stock, as it may be amended from time to time.

(c) "Common Stock" means the Common Stock of the Corporation, par value \$0.001 per share, and each other class or series of capital stock of the Corporation that does not have a preference over any other class or series of capital stock of the Corporation in the payment of dividends or in the distribution of assets on liquidation, dissolution or winding up of the Corporation and, in each case, shall include any other class or series of capital stock of the Corporation into which such stock is reclassified or reconstituted (such class or series of capital stock of the Corporation into which such stock is reclassified or reconstituted, "Reclassified or Reconstituted Common Stock").

(d) "Person" means any individual, corporation, limited liability company, partnership, trust, joint stock company, business trust, unincorporated association, joint venture or other legal entity of any nature whatsoever.

(e) "Subsidiary" of the Corporation means a corporation, limited liability company, partnership, association or other Person of which shares of stock or other ownership interests having ordinary voting power (without regard to the happening of a contingency) to elect a majority of the board of directors or other managers of such corporation, limited liability company, partnership, association or other Person are at the time owned, or the management of which is otherwise controlled, directly or indirectly through one or more intermediaries, or both, by the Corporation.

Section 9. Modification; Amendment or Waiver.

The terms of this Certificate of Designation shall not, by merger, consolidation or otherwise, be amended, waived, altered or repealed without the affirmative vote of the holders of a majority of the voting power of the Series C Preferred Stock, voting as a separate class. Any right or preference of the Series C Preferred Stock set forth in this Certificate of Designation may be waived pursuant to a written instrument signed by the holders of a majority of the voting power of the outstanding shares of Series C Preferred Stock, voting as a separate class, which written instrument shall specifically set forth the right or preference being waived and the extent of such waiver. For the purposes of this Section 9, each share of Series C Preferred Stock shall have one (1) vote per share.

Section 10. Severability.

If any term of this Certificate of Designation is invalid, unlawful, or incapable of being enforced by reason of any rule of law or public policy, all other terms of this Certificate of Designation as set forth herein which can be given effect without the invalid, unlawful or unenforceable term will, nevertheless, remain in full force and effect, and no term of this Certificate of Designation will be deemed dependent upon any other such term unless so expressed in this Certificate of Designation.


IN WITNESS WHEREOF, Advanced Defense Technologies, Inc. has caused this Certificate of Designation to be duly executed in its corporate name on this 28th day of September, 2017.

Advanced Defense Technologies, Inc.

By: _____

Name:

Title:


RICKY SITOMER
CEO