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CC
Amended
Restated

JUL 13 2018

I ALBRITTON

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SAFECELL TECHNOLOGIES, INC.

Signature _____

Requested by: BA

7/12/18

Name _____

Date _____

Time _____

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Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

☒ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

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____ Driving Record _____

____ UCC 1 or 3 File _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE
OF
SAFECELL TECHNOLOGIES,, INC.
(the "Certificate")

THE UNDERSIGNED, being the President of SafeCell Technologies, Inc., a Florida corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), the board of directors of the Corporation (the "Board") has, by action by written consent of directors pursuant to Section 607.0821 of the FBCA (the "Director's Action"), on July 2, 2018 restated the Articles of Incorporation of the Corporation (the "Restated Articles"). A true and correct copy of which Restated Articles are attached hereto as Exhibit 1.

2. The Restated Articles contain amendments (the "Amendments") to the original articles of incorporation requiring shareholder approval. Such Amendments, in addition to other matters, effect (i) a share division (the "Division") of the voting common stock of the Corporation (the "Voting Common Stock"); and (ii) an increase (in addition to the increase that is effected as a result of the Division) in the authorized amounts of the capital stock of the Corporation. Accordingly,

(a) The Division Amendment was duly adopted by the Board on July 2, 2018 pursuant to an Action by Written Consent of the Directors;

(b) The Division Amendment could potentially adversely affect the rights or preferences of the holders of the outstanding Voting Common Stock as the percentage of authorized Voting Common Stock that remain unissued after the division exceeds the percentage of authorized shares of Voting Common Stock unissued before the Division.

(c) The Division Amendment affects the Voting Common Stock by dividing each one (1) share of Voting Common Stock outstanding on July 2, 2018 (the "Record Date") into twenty (20) outstanding shares of Voting Common Stock.

(d) The Division Amendment shall be effective on the date of the filing of the Restated Articles.

3. All of the Amendments were duly adopted on July 2, 2018, by action by written consent of shareholders pursuant to Section 607.0704 of the FBCA (the "Shareholder Action"), and such Shareholder Action was sufficient for approval.

4. The date of this Certificate is July 2, 2018.

SafeCell Technologies, Inc.

By: William Blackmer President
William Blackmer, President

EXHIBIT I

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

ARTICLE I
NAME

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

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

c/o Edward H. Gilbert, P. A.
1161 Holland Drive
Boca Raton, FL 33487

ARTICLE III
DIVISION OF COMMON STOCK

On and as of July 2, 2018 (the "Record Date") only Common Stock (as such term is defined in the existing Articles of Incorporation, as amended) is issued and outstanding. As specifically indicated in Article V herein below, upon filing by the Secretary of State of the State of Florida of these Amended and Restated Articles of Incorporation the designation of such Common Stock shall be changed to Voting Common Stock, par value \$.001 per share,

On the Record Date each one (1) share of Common Stock (now designated as the Voting Common Stock) shall be divided into twenty (20) outstanding shares of Common Stock (now designated as the Voting Common Stock). A requirement for fractional shares of Voting Common Stock will not result from the Division.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is two hundred million (200,000,000) shares; (i) of which one hundred million (100,000,000) shares shall have a par value of \$.001 and shall be a class designated as "Voting Common Shares"; (ii) of which fifty million (50,000,000) shares shall have a par value of \$.001 and shall be a class designated as "Non-Voting Common Shares"; and (iii) of which fifty million (50,000,000) shares shall have a par value of \$.001 and shall be a class designated as "Preferred Shares".

1. Voting Common Shares. Each Voting Common Share shall entitle the holder thereof to one vote. No holder of the Voting Common Shares shall be entitled to any right of cumulative voting.

2. Non-Voting Common Shares. Unless otherwise specifically required by the Florida Business Corporation Act (the "FBCA") the holders of the Non-Voting Common Shares shall NOT be entitled to a vote on any matter.

Other than the voting rights, the rights of the holders of the Voting Common Shares and the Non-Voting Shares shall be the same and together the holders of the Voting Common Shares and the Non-Voting Common shares shall be entitled to receive the net assets of the Corporation upon dissolution.

3. Preferred Shares.

(a) Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as same shall hereafter be determined in the resolution or resolutions providing for the issuance of such Preferred Shares from time to time as adopted by the Board of Directors (the "Board of Directors") of the Corporation pursuant to the authority to do so, which authority is hereby vested in the Board of Directors.

(b) Each series of Preferred Shares, as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, may:

- (1) have such number of shares;
- (2) have such voting powers, full or limited, or may be without voting power;
- (3) be redeemable or convertible at such time or times and at such prices;
- (4) entitle the holders thereof to receive distributions calculated in any manner, including but not limited to dividends, which may be cumulative, non-cumulative or partially cumulative; at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;
- (5) have such preference over any other class of shares with respect to distributions, including but not limited to dividends and distributions upon dissolution of the Corporation;
- (6) be made convertible into, or exchangeable for, shares of any other class or classes (except the class having prior or superior rights and preferences as to the dividends or distribution assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (7) be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;
- (8) be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and

(9) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares.

(c) Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, the number of shares comprised in such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

(d) Preferred Shares of any series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, were exchangeable, have been converted into or exchanged for shares of any other class or classes, shall have the status of authorized and unissued Preferred Shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Shares to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Shares, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Shares and to any filing required by law.

ARTICLE V REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
1161 Holland Drive
Boca Raton, Florida 33487

ARTICLE VI INCORPORATOR

The name and address of the Incorporator of the Corporation was:

Edward H. Gilbert, Esq.
1161 Holland Drive
Boca Raton, Florida 33487

ARTICLE VII CORPORATE AUTHORITY

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the FBCA.

ARTICLE VIII DIRECTORS AND OFFICERS

The Corporation shall have at least one director, provided that the number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation (the "Bylaws").

Until changed as provided in the bylaws of the Corporation the initial directors and the officers of the Corporation were and continue to be as follows:

William Blackmer, Director, President and Chief Executive Officer
c/o Edward H. Gilbert, P.A.
1161 Holland Drive
Boca Raton, FL 33487

AND

David Carson, Director, Vice President, Secretary and Treasurer
c/o Edward H. Gilbert, P.A.
1161 Holland Drive
Boca Raton, FL 33487

ARTICLE IX BYLAWS

The Bylaws of the corporation have been adopted by the Board of Directors and may be amended from time to time.

ARTICLE X CORPORATE EXISTENCE

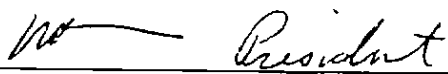
The corporate existence of the Corporation commenced on the filing of the original Articles of Incorporation and shall continue uninterrupted upon filing of these Amended and Restated Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE XI AFFILIATED TRANSACTIONS

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

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of July, 2018.

SafeCell Technologies, Inc.


By: 
William Blackmer, President

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**
(the "Acceptance of Appointment")

The undersigned (the "Registered Agent") hereby accepts the appointment as registered agent of SafeCell Technologies Inc. (the "Corporation") as contained in the foregoing Amended and Restated Articles of Incorporation and states that the Registered Agent is familiar with and accepts the obligations as set forth in Section 607.0505 of the Florida Business Corporation Act.

This Acceptance of Appointment is executed this 2nd day of July, 2018.

E.H.G. RESIDENT AGENTS, INC.

By: 
Edward H. Gilbert, President