

FILED  
14 MAY -9 AM 10:34  
SHERIFF'S OFFICE  
TALLAHASSEE, FLORIDA

**CORPORATE  
ACCESS,  
INC.**

*"When you need ACCESS to the world"*

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP:**

5-9-14

☐ **CERTIFIED COPY**

☒ **PHOTOCOPY**

☐ **CUS**

☒ **FILING**

Amend - Inc

1. Pqsha'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:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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 and the creation of a new series of preferred 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.

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

FILED  
14 MAY -9 AM 10:34  
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 61,500,000 shares, consisting of:

(i) 56,500,000 shares of common stock, \$0.01 par value per share (the "Common Stock") of which (A) 56,400,000 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) 32,500,000 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) 27,500,000 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.

2. The initial caption to Article IV, Section 4.3, is amended to replace "4.3" with "4.3A" and all references within current Section 4.3 to Section 4.3 therein are replaced with "4.3A".

3. Article IV, Section 4.3, is further amended to add a new Section 4.3B at the end thereof as follows:

4.3B Series B Preferred Stock. (a) The designations, powers, preferences and relative, participating, optional or special rights, and the qualifications, limitations and restrictions thereof in respect of the Series B Preferred Stock are as set forth in this Section 4.3B.

(a) Voting Rights. Except as set forth herein each outstanding share of Series B Preferred Stock shall be entitled to vote on each matter on which the Shareholders of the Corporation shall be entitled to vote. On any date, each outstanding share of Series B Preferred Stock shall be entitled to one vote per share.

(b) Dividends. The holders of the Series B Preferred Stock shall be entitled to receive, when, as and if declared, dividends out of funds legally available therefore, simultaneously with any declaration or payment of any dividend by the Board of Directors of the Corporation for time to time. Dividends on the Series B Preferred Stock shall not be cumulative, and no right to such dividends shall accrue to holders of the Series B Preferred, unless declared by the Board. The holders of the Series B Preferred Stock shall be entitled to receive the dividends provided for herein in preference to and in priority over any dividends upon any Series A Preferred Stock and Common Stock pursuant to Sections 4.3A(b) and 4.2(c), respectively.

(c) Liquidation.

(i) Preference. In the event of any Liquidation, whether voluntary or involuntary, the holders of the shares of Series B Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation to be distributed among the holders of Series B Preferred Stock an amount per share of Preferred Stock equal to the amount of their respective purchase prices for the Series B Preferred Stock, before any payment or distribution shall be made on the Series A Preferred Stock or the Common Stock upon such Liquidation.

(ii) Remaining Assets. Upon the completion of the distribution required by Section 4.3B(c)(i), the remaining assets of the Corporation available for distribution to Shareholders shall be distributed among the holders of the Series A Preferred Stock in accordance with Section 4.3A(c) and upon completion of the distribution to Shareholders holding the Series A Preferred Stock, to the Common Stock in proportion to their respective Pro Rata Share.

(iii) Available Assets. In the event the assets of the Corporation available for distribution to the holders of shares of Series B Preferred Stock upon a Liquidation shall be insufficient to pay in full all amounts to which such holder are entitled pursuant to this section, no distribution shall be made on account of any shares of Series A Preferred Stock or Common Stock upon a Liquidation, if any, unless proportionate distributive amounts shall be paid on account of the shares of Series B Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such shares are respectively entitled upon such Liquidation.

(d) Conversion. (i) The Series B Preferred Stock shall upon the election by the Corporation, be converted into Series A Common Stock, on a 1-to-1 basis, on the date of the closing of a Qualified Public Offering. In the event of the conversion of the Series B Preferred Stock in connection with a Qualified Public Offering, the Shareholder entitled to receive the Series A Common Stock issuable upon such conversion of Series B Preferred Stock shall be deemed to have converted such Series B Preferred Stock immediately prior to the closing of such sale and issuance of Securities.

(ii) Procedures. In order for any holder of Series B Preferred Stock to convert the same into Series A Common Stock, it shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for Series A Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number (calculated as to each conversion to the nearest hundredth (1/100 of a share) of

Series A Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of Series B Preferred Stock to be converted, or in the case of automatic conversion on the closing date of a Qualified Public Offering, and the person or persons entitled to receive the Series A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Series A Common Stock on such date. Notwithstanding the foregoing, in the event of a conversion pursuant to Section 4.3.B(d)(1), the outstanding Series B Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the Series A Common Stock issuable upon such conversion unless the certificates evidencing such Series B Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen, or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

(iii) No Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series B Preferred Stock. The number of full shares of Series A Common Stock issuable upon conversion of Series B Preferred Stock shall be computed on the basis of the aggregate number of shares of such Series B Preferred Stock to be converted and shall be rounded to the nearest whole share.

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 May 9, 2014.

PASHA'S GROUP INC.

By: Antonio Ellek  
Antonio Ellek, President and CEO