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ASPHALT GROUP, INC.**

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**ARTICLES OF AMENDMENT
TO AND COMPLETE RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
ASPHALT GROUP, INC.**

PO6000010863

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is ASPHALT GROUP, INC.
2. Articles I through X are deleted and in lieu thereof the following Articles shall become the Articles of Incorporation of the Asphalt Group, Inc. ("Corporation"):

ARTICLE I
NAME

The name of the corporation is Asphalt Group, Inc.

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the corporation are:

14600 SW 136th Street
Miami, FL 33186

ARTICLE III
Capital Stock

The Corporation shall have the authority to issue a total of One Million (1,000,000) shares of no par value Common Stock in two separate series as follows:

A. The Corporation shall have the authority to issue One Hundred Thousand (100,000) shares of Series A Voting Common Stock; and

B. The Corporation shall have the authority to issue Nine Hundred Thousand (900,000) shares of Series B Non-Voting Common Stock.

C. The sole difference between Series A Voting and Series B Non-Voting shall be the right to vote.

In accordance with the Plan of Recapitalization adopted in accordance with the Corporation's Bylaws, immediately upon filing of these Amended Articles with the Florida Department of State, each present shareholder of the Corporation shall exchange each share of Common Stock which he or she owns at the time of the filing for One

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Florida Department of State, each present shareholder of the Corporation shall exchange each share of Common Stock which he or she owns at the time of the filing for Ten (10) share of Series A Voting Common Stock and Ninety (90) shares of Series B Non-Voting Common Stock.

The foregoing exchange is subject to the terms of the Plan of Recapitalization.

ARTICLE IV
Corporate Purposes

The Corporation is authorized to transact all lawful business as permitted under Florida law.

ARTICLE V
DIRECTORS

The corporation shall have no fewer than three (3) and no more than Nine (9) Directors who shall be elected annually in accordance with the Bylaws.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is,

14600 SW 136th Street
Miami, Fl 33186

The Registered Agent at that address is

Alvaro de Moya

ARTICLE XI
Amendment

These Articles of Incorporation may not be revised, amended or repealed except with the consent of no less than Two-Thirds (2/3rds) of the voting Shareholders of the Corporation and Two-Thirds (2/3rds) of the Directors.

ARTICLE XII
Adoption

These Amended and restated Articles of Incorporation and the associated Plan of Recapitalization were adopted by the written consent of all of the Shareholders and all of the members of the Board of Directors of the Corporation on November 25, 2016. The number of shareholders and directors voting in favor of the adoption of the Plan of Recapitalization and these Amended and Restated articles was unanimous and in excess of the majority required for approval as required in the Bylaws.

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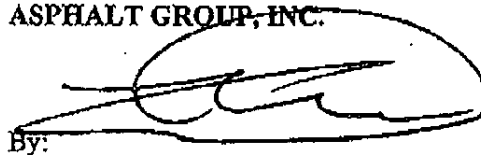
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4. These Amended Articles of Incorporation are intended to be effective on filing.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed these Amended and Restated Articles of Incorporation all on the 25 day of November, 2016.

ASPHALT GROUP, INC.



By:

Alvaro de Moya,
President

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Exhibit "A"

PLAN OF RECAPITALIZATION

This Plan of Recapitalization is adopted by the Board of Directors of ASPHALT GROUP, INC. (the "Corporation") for presentation to Shareholders and adoption thereby as of the 25 day of November, 2016.

ARTICLE I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is Ten Thousand (10,000) shares of no par value Common Stock. According to the records of the Corporation there are presently One Hundred (100) shares of Common Stock issued and outstanding and none are held in treasury.

ARTICLE II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), on December 1, 2016, each authorized share of Common Stock shall be exchanged for one hundred (100) share of Series A Voting Common Stock and nine hundred (900) shares of Series B Non-Voting Common Stock (the "Recapitalization").

2.2 The Exchange.

Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock held prior to the Recapitalization, the holder of one or more certificates evidencing ownership of shares of Common Stock shall surrender his or her present certificates and in exchange shall receive certificates evidencing the recapitalization as follows:

The authorized capital will be increased to One Million (1,000,000) no par value common shares consisting of One Hundred Thousand (100,000) Series A Voting Shares and Nine Hundred Thousand (900,000) Series B Non-Voting Shares. The sole shareholder will surrender each share of No Par Value Common shares it presently holds for Ten (10) shares of Series A Voting and Ninety (90) Shares of Series B Non-Voting Shares in order to facilitate the sale of the Corporation.

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Post exchange the de Moya Group, Inc. will hold One Thousand (1,000) shares of Series A Voting and Nine Thousand (9,000) shares of Series B Non-Voting Shares.

2.3 Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation shall be amended and restated effective December 1, 2016 to incorporate the Plan of Recapitalization.

2.4 Bylaws of the Corporation. The Bylaws of the Corporation shall be amended by the Board of Directors and sole shareholder to incorporate the changes required by the Articles of Amendment.

ARTICLE III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Recapitalization. The Recapitalization is subject to the satisfaction or waiver of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan by the Corporation's shareholders in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Articles of Amendment by the Corporation's shareholders and directors in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Litigation. No action, proceeding or investigation shall or has been instituted or threatened, on or prior to November 30, 2016, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President.

ASPHALT GROUP, INC., a Florida
corporation

By: 

ALVARO DE MOYA,
Director/President

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