

PO6000110231

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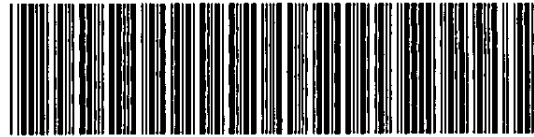
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Voike, Inc.

DOCUMENT NUMBER: P06000110231

The enclosed *Articles* . fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jaime Jaramillo

Name of Contact Person

Voike, Inc.

Firm/ Company

2935 SW 30th Court

Address

Coconut Grove, FL 35133

City/ State and Zip Code

jj@voike.net

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

For further information concerning this matter, please call:

Jaime Jaramillo

305 527-0974
at ()

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2017

JAIME JARAMILLO
2935 SW 30TH CT
COCONUT GROVE, FL 35133

SUBJECT: VOIKE, INC
Ref. Number: P06000110231

We have received your document for VOIKE, INC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 717A00003352

**Restated
Articles of Incorporation
of
Voike, Inc.**

FILED
2017 MAR -7 PM 3:17
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TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the Corporation is Voike, Inc. (the "Corporation").

**ARTICLE II
Address and Registered Agent**

The principal place of business, mailing address and registered agent of the Corporation is Jaime Jaramillo, 2935 SW 30th Court, Coconut Grove, FL 35133.

**ARTICLE III
Business and Activities**

The purpose of the Corporation is to engage in any lawful act or activity which a corporation may be organized to conduct under the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

Section 1. Total Authorized Shares. The total number of shares of all classes of capital stock that the Corporation has authority to issue is 9,000,000 shares, consisting of: 3,500,000 shares of Class A Common Stock, \$0.001 par value per share ("Class A Common Stock"), 3,500,000 shares of Class B Common Stock, \$0.001 par value per share ("Class B Common Stock" and together with the Class A Common Stock, the "Common Stock"), and 2,000,000 shares of Preferred Stock, \$0.001 par value per share (the "Preferred Stock"). The Series A Common Stock, the Series B Common Stock and the Preferred Stock shall have the rights, preferences, privileges and restrictions as set forth in this Article IV.

Section 2. Designation of Additional Shares.

2.1 The Board of Directors is authorized, subject to any limitations prescribed by the laws of the State of Florida, by resolution or resolutions, to provide for the issuance of the shares of Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers (including voting powers), preferences and relative, participating, optional or other rights, if any, of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase (but

not above the total number of authorized shares of such class) or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series.

2.2 Except as otherwise expressly provided in any amendment to these Articles designating any series of Preferred Stock pursuant to the foregoing provisions of this Article IV, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting powers, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

3. Rights of Class A Common Stock and Class B Common Stock.

3.1 Equal Status. Except as otherwise provided in these Articles or required by applicable law, shares of Class A Common Stock and Class B Common Stock shall have the same rights and powers, rank equally (including as to dividends and distributions, and upon any liquidation, dissolution or winding up of the Corporation), share ratably and be identical in all respects and as to all matters.

3.2 Voting Rights. Except as otherwise expressly provided by these Articles or as provided by law, the holders of shares of Class A Common Stock and Class B Common Stock shall (a) at all times vote together as a single class on all matters (including the election of directors) submitted to a vote or for the consent of the shareholders of the Corporation, (b) be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and (c) be entitled to vote upon such matters and in such manner as may be provided by applicable law. Except as otherwise expressly provided herein or required by applicable law, each holder of Class A Common Stock shall have the right to five votes per share of Class A Common Stock held of record by such holder and each holder of Class B Common Stock shall have the right to one vote per share of Class B Common Stock held of record by such holder.

3.3 Dividend and Distribution Rights. Shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any dividends or distributions as may be declared and paid from time to time by the Board of Directors out of any assets of the Corporation legally available therefor; provided, however, that in the event a dividend is paid in the form of shares of Class A Common Stock or Class B Common Stock (or rights to acquire such shares), then holders of Class A Common Stock shall receive shares of Class A Common Stock (or rights to acquire such shares, as the case may be) and holders of Class B Common Stock shall receive shares of Class B Common Stock (or rights to acquire such shares, as the case may be), with holders of shares of Class A Common Stock and Class B Common Stock receiving, on a per share basis, an identical number of shares of Class A Common Stock or Class B Common Stock, as applicable. Notwithstanding the

foregoing, the Board of Directors may pay or make a disparate dividend or distribution per share of Class A Common Stock or Class B Common Stock (whether in the amount of such dividend or distribution payable per share, the form in which such dividend or distribution is payable, the timing of the payment, or otherwise) if such disparate dividend or distribution is approved in advance by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.

3.4 Subdivisions, Combinations or Reclassifications. Shares of Class A Common Stock or Class B Common Stock may not be subdivided, combined or reclassified unless the shares of the other class are concurrently therewith proportionately subdivided, combined or reclassified in a manner that maintains the same proportionate equity ownership between the holders of the outstanding Class A Common Stock and Class B Common Stock on the record date for such subdivision, combination or reclassification; provided, however, that shares of one such class may be subdivided, combined or reclassified in a different or disproportionate manner if such subdivision, combination or reclassification is approved in advance by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.

3.5 Liquidation, Dissolution or Winding Up. Subject to the preferential or other rights of any holders of Preferred Stock then outstanding, upon the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, holders of Class A Common Stock and Class B Common Stock will be entitled to receive ratably all assets of the Corporation available for distribution to its shareholders unless disparate or different treatment of the shares of each such class with respect to distributions upon any such liquidation, dissolution or winding up is approved in advance by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.\

3.6 Merger or Consolidation. In the case of any distribution or payment in respect of the shares of Class A Common Stock or Class B Common Stock upon the consolidation or merger of the Corporation with or into any other entity, or in the case of any other transaction having an effect on shareholders substantially similar to that resulting from a consolidation or merger, such distribution or payment shall be made ratably on a per share basis among the holders of the Class A Common Stock and Class B Common Stock as a single class; provided, however, that shares of one such class may receive different or disproportionate distributions or payments in connection with such merger, consolidation or other transaction if (i) the only difference in the per share distribution to the holders of the Class A Common Stock and Class B Common Stock is that any securities distributed to the holder of a share Class A Common Stock have five times the voting power of any securities distributed to the holder of a share of Class A Common Stock, or (ii) such merger, consolidation or other transaction is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock and Class B Common Stock, each voting separately as a class.

4. Series A Preferred Stock.

4.1 Rank. There is hereby designated a series of the Preferred Stock to be called "Series A Convertible Preferred Stock" ("Series A Preferred Stock"). The maximum number of shares of Series A Preferred Stock shall be 750,000 shares. The Series A Preferred Stock shall rank senior to the Common Stock and to all other classes and series of equity securities of the Corporation that by their terms do not rank senior to or on parity with the Series A Preferred Stock. The Series A Preferred Stock shall be subordinate to and rank junior to all indebtedness of the Corporation now or hereafter outstanding.

4.2 Dividends. Holders of the Series A Preferred Stock shall be entitled to receive, and the Corporation shall pay, cumulative dividends at the rate per share (as a percentage of the Stated Value (as defined below) per share) of 5.0% per annum (the "Preferred Dividend"), payable annually in arrears. As used herein, the term "Business Day" shall mean any day other than a Saturday, Sunday or other day on which commercial banks in The City of New York are authorized or required by law or executive order to close. Dividends on the Series A Preferred Stock shall be calculated on the basis of a 360-day year, consisting of twelve (12), thirty (30) calendar day periods, and shall accrue daily commencing on the date of the first issuance of the Series A Preferred Stock, regardless of the issuance of a certificate representing such shares of Series A Preferred Stock (the "Preferred Stock Certificates"), regardless of the number of transfers of any particular shares of the Series A Preferred Stock and regardless of the number of certificates which may be issued to evidence such Series A Preferred Stock (the "Issuance Date"), and shall be deemed to accrue from such date whether or not earned or declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends.

4.3 Voting Rights.

(a) Class Voting Rights. The Corporation shall not, without the affirmative vote or consent of the holders of a majority of the shares of the Series A Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting, in which the holders of the Series A Preferred Stock vote separately as a class, do any of the following:

- (i) amend the terms of the Series A Preferred Stock in any manner that adversely affects any rights of the holders of the Series A Preferred Stock;
- (ii) authorize additional shares of Series A Preferred Stock;
- (iii) amend these Articles in any manner that would impair or reduce the rights of the Series A Preferred Stock;
- (iv) liquidate or dissolve the Corporation; or
- (v) issue any class or series of equity security senior to the Series A Preferred Stock.

(b) General Voting Rights. Except with respect to transactions upon which the Series A Preferred Stock shall be entitled to vote separately as a class pursuant to Section 4.3 above and except as otherwise required by Florida law, the Series A Preferred Stock shall vote or act together with the Common Stock as a single class on all actions to be taken by the shareholders of the Corporation. In connection with such actions, each holder of shares of Series A Preferred

Stock shall be entitled to the number of votes equal to the number of shares of Class B Common Stock into which such shares of Series A Preferred Stock could be converted pursuant to Section 4.5 hereof on the record date for the vote or written consent of shareholders. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Class B Common Stock into which shares of Series A Preferred Stock held by such holder could be converted) shall be rounded to the nearest whole number (with any fraction equal to or greater than one-half rounded upward to one). The holders of shares of Series A Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. The Class B Common Stock into which the Series A Preferred Stock is convertible shall, upon issuance, have all of the same voting rights as other issued and outstanding Class B Common Stock of the Corporation, and none of the rights of the Series A Preferred Stock.

4.4 Liquidation Preference.

(a) Payment. In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary (each, a "Liquidation Event"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to receive, out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made or any assets distributed to the holders of the Common Stock or any other class or series of preferred stock that is junior to the Series A Preferred Stock ("Junior Stock"), an amount (the "Liquidation Preference Amount") per share of the Series A Preferred Stock equal to (i) 100% of the Stated Value plus (ii) any accrued but unpaid dividends to which the holders of Series A Preferred Stock are then entitled. If the assets of the Corporation are not sufficient to pay in full the Liquidation Preference Amount payable to the holders of outstanding shares of the Series A Preferred Stock and any series of preferred stock or any other class of stock ranking *pari passu*, as to rights on liquidation, dissolution or winding up, with the Series A Preferred Stock, and that was created and issued in accordance with the provisions of this Article IV, then all of said assets will be distributed among the holders of the Series A Preferred Stock and the other classes of stock ranking *pari passu* with the Series A Preferred Stock, if any, ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. The liquidation payment with respect to each outstanding fractional share of Series A Preferred Stock shall be equal to a ratably proportionate amount of the full liquidation payment with respect to each outstanding share of Series A Preferred Stock. All payments for which this Article IV provides shall be in cash, property (valued at its fair market value as determined by an independent appraiser reasonably acceptable to the holders of a majority of the Series A Preferred Stock) or a combination thereof; provided, however, that no cash shall be paid to holders of Junior Stock unless each holder of the outstanding shares of Series A Preferred Stock has been paid in cash the full Liquidation Preference Amount to which such holder is entitled as provided herein. After payment of the full Liquidation Preference Amount to which each holder is entitled, such holders of shares of Series A Preferred Stock will not be entitled to any further participation as such in any distribution of the assets of the Corporation.

(b) Certain Events Deemed a Liquidation; Election as to Consideration. The following events shall be deemed to be Liquidation Event for purposes of this Section 4.4: (i) a sale, lease, license or other disposition of all or substantially all of the assets of the Corporation, (ii) the consolidation or merger of the Corporation with or into any other person or the effectuation by the Corporation of any other transaction or series of related transactions in which, following such consolidation, merger or other transaction(s), the holders of the outstanding voting power of the Corporation prior to the transaction cease to hold, directly or indirectly, a majority of the outstanding voting power of the Corporation or the surviving entity, and (iii) the closing of the Corporation's first firm commitment underwritten initial public offering of Common Stock pursuant to a registration statement filed with the Securities and Exchange Commission. Notwithstanding anything to the contrary herein, in the event of the occurrence of a Liquidation Event, each holder of Series A Preferred Stock shall have the option to receive (A) an amount equal to the Liquidation Preference Amount or (B) the amount that such holder would have received if it had converted its Series A Preferred Stock into Class B Common Stock immediately prior to the closing of such transaction (without giving effect to the liquidation preference of, or any dividends payable on, any other capital stock of the Corporation).

(c) Notice. Written notice of any Liquidation Event, stating a payment date and the place where the distributable amounts shall be payable, shall be given by mail, postage prepaid, no less than forty-five (45) days prior to the payment date stated therein, or twenty (20) days prior to the shareholder meeting to approve the relevant transaction, whichever is earlier, to the holders of record of the Series A Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation.

(d) Surrender of Certificates. On the effective date of any Liquidation Event, the Corporation shall pay cash and/or such other consideration to which the holders of shares of Series A Preferred Stock shall be entitled under this Article IV. Each holder of shares of Series A Preferred Stock shall surrender the certificate or certificates representing such shares, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto), at the principal executive office of the Corporation or the offices of the transfer agent for the Corporation, or shall notify the Corporation or any transfer agent that such certificates have been lost, stolen or destroyed and shall execute an affidavit or agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith (an "Affidavit of Loss"), whereupon each surrendered certificate shall be cancelled and retired.

4.5 Conversion. The holders of Series A Preferred Stock shall have the following conversion rights (the "Conversion Rights"):

(a) Right to Convert. At any time on or after the Issuance Date, the holder of any shares of Series A Preferred Stock may, at such holder's option, elect to convert (a "Voluntary Conversion") all or any portion of the shares of Series A Preferred Stock held by such person into fully paid and nonassessable shares of Class B Common Stock. Each share of Series A

Preferred Stock to be converted shall convert into a number of shares of Class B Common Stock equal to the quotient of (i) \$1.00 (the "Stated Value") divided by (ii) the Conversion Price (as defined in Section 4.5(d) below) then in effect as of the date of the delivery by such holder of its notice of election to convert. In the event of a Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock. In the event of a Liquidation Event, the Corporation shall provide to each holder of shares of Series A Preferred Stock notice of such Liquidation Event, which notice shall (i) be sent at least fifteen (15) days prior to the termination of the Conversion Rights (or, if the Corporation obtains lesser notice thereof, then as promptly as possible after the date that it has obtained notice thereof, but in any event at least five (5) days prior to such termination) and (ii) state the amount per share of Series A Preferred Stock that will be paid or distributed on such Liquidation Event, as the case may be.

(b) Mechanics of Voluntary Conversion. The Voluntary Conversion of Series A Preferred Stock shall be conducted in the following manner:

(i) Holder's Delivery Requirements. To convert Series A Preferred Stock into full shares of Common Stock on any date (the "Voluntary Conversion Date"), the holder thereof shall deliver, for receipt on or prior to 5:00 p.m., New York time, on such date, (A) a fully-executed notice of conversion in the form prepared by the Corporation (the "Conversion Notice"), to the principal business address of the Corporation, Attention: Chief Financial Officer, and (B) the original Preferred Stock Certificates representing the shares of Series A Preferred Stock being converted (or an Affidavit of Loss with respect to such shares in the case of their loss, theft or destruction).

(ii) Corporation's Response. Upon receipt by the Corporation of a copy of a Conversion Notice, the Corporation shall promptly send, via regular or electronic mail, a confirmation of receipt of such Conversion Notice to such holder. Upon receipt by the Corporation of the fully-executed Conversion Notice and, if applicable, the Preferred Stock Certificate, the Corporation or its designated transfer agent (the "Transfer Agent"), as applicable, shall, within five Business Days, issue and deliver to the person or persons specified in the Conversion Notice written notice of the issuance of the number of shares of Class B Common Stock to which the holder shall be entitled and, if the Corporation's then-current practice is to issue stock certificates, a stock certificate for such Class B Common Stock. If the number of shares of Series A Preferred Stock represented by the Preferred Stock Certificate(s) submitted for conversion is greater than the number of shares of Series A Preferred Stock being converted, then the Corporation shall, as soon as practicable and in no event later than five Business Days after receipt of the Preferred Stock Certificate(s) and at the Corporation's expense, issue and deliver to the holder a new Preferred Stock Certificate representing the number of shares of Series A Preferred Stock not converted.

(iii) Dispute Resolution. In the case of a dispute as to the arithmetic calculation of the number of shares of Class B Common Stock to be issued upon conversion, the Corporation shall

cause the Transfer Agent to promptly issue to the holder the number of shares of Class B Common Stock that is not disputed and shall submit the arithmetic calculations to the holder via regular or electronic mail as soon as possible, but in no event later than five Business Days after receipt of such holder's Conversion Notice. If such holder and the Corporation are unable to agree upon the arithmetic calculation of the number of shares of Class B Common Stock to be issued upon such conversion within five Business Days of such disputed arithmetic calculation being submitted to the holder, then the Corporation shall within five Business Days submit the disputed arithmetic calculation of the number of shares of Common Stock to be issued upon such conversion to the Corporation's independent, outside accountant. The Corporation shall cause the accountant to perform the calculations and notify the Corporation and the holder of the results no later than seventy-two (72) hours from the time it receives the disputed calculations. Such accountant's calculation shall be binding upon all parties absent manifest error. The reasonable expenses of such accountant in making such determination shall be paid by the Corporation, in the event the holder's calculation was correct, or by the holder, in the event the Corporation's calculation was correct, or equally by the Corporation and the holder in the event that neither the Corporation's or the holder's calculation was correct. The period of time in which the Corporation is required to effect conversions or redemptions under these Articles shall be tolled with respect to the subject conversion or redemption pending resolution of any dispute by the Corporation made in good faith and in accordance with this Section 4.5(b)(iii).

(iv) Record Holder. The person or persons entitled to receive the shares of Class B Common Stock issuable upon a conversion of the Series A Preferred Stock shall be treated for all purposes as the record holder or holders of such shares of Class B Common Stock as of the close of the stock register for the Class B Common Stock on the Conversion Date (as defined below).

(c) Conversion Price. The term "Conversion Price" shall mean \$1.00, subject to adjustment under Section 6(d) hereof.

(d) Adjustments of Conversion Price.

(i) Adjustments for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Issuance Date, effect a stock split of the outstanding Common Stock, the Conversion Price shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Issuance Date, combine the outstanding shares of Common Stock, the Conversion Price shall be proportionately increased. Any adjustments under this Section 4.5(d)(i) shall be effective at the close of business on the date the stock split or combination becomes effective.

(ii) Adjustments for Dividends and Distributions in Shares of Common Stock. If the Corporation shall at any time or from time to time after the Issuance Date, make or issue or set a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in shares of Common Stock, then, and in each event, the

Conversion Price shall be decreased as of the time of such issuance or, in the event such record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date; and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

provided, however, that if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be adjusted pursuant to this paragraph as of the time of actual payment of such dividends or distributions; and provided further, however, that no such adjustment shall be made if the holders of Series A Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution of shares of Series A Preferred Stock which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

(iii) Adjustment for Other Dividends and Distributions. If the Corporation shall at any time or from time to time after the Issuance Date, make or issue or set a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in assets (other than cash dividends payable out of earnings or surplus in the ordinary course of business) or equity or debt securities of the Corporation other than shares of Common Stock, then, and in each event, an appropriate revision to the applicable Conversion Price shall be made and provision shall be made (by adjustments of the Conversion Price or otherwise) so that the holders of Series A Preferred Stock shall receive upon conversions thereof, in addition to the number of shares of Common Stock receivable thereon, the amount of assets and/or the number of securities of the Corporation which they would have received had their Series A Preferred Stock been converted into Common Stock immediately prior to such event and had thereafter, during the period from the date of such event to and including the Conversion Date, retained such assets and/or securities (together with any distributions payable thereon during such period), giving application to all adjustments called for during such period under this Section 4.5(e)(iii) with respect to the rights of the holders of the Series A Preferred Stock; provided, however, that if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be adjusted pursuant to this paragraph as of the time of actual payment of such dividends or distributions; and provided further, however, that no such adjustment

shall be made if the holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of assets and/or the number of securities that they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock immediately prior to such event.

(iv) Adjustments for Reclassification, Exchange or Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock at any time or from time to time after the Issuance Date shall be changed to the same or different number of shares of any class or classes of stock, whether by reclassification, exchange, substitution or otherwise (other than by way of a stock split or combination of shares or stock dividends provided for in Sections 4.5(e)(i), (ii) and (iii), or a reorganization, merger, consolidation, or sale of assets provided for in Section 4.5(e)(v)), then, and in each event, an appropriate revision to the Conversion Price shall be made and provisions shall be made (by adjustments of the Conversion Price or otherwise) so that the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share of Series A Preferred Stock into the kind and amount of shares of stock and/or other securities that such holder would have received had it converted the shares of Series A Preferred Stock held by it into Common Stock immediately prior to such reclassification, exchange, substitution or other change, all subject to further adjustment as provided herein.

(v) Adjustments for Reorganization, Merger, Consolidation or Sales of Assets. Subject to Article IV above, if at any time or from time to time after the Issuance Date there shall be a capital reorganization of the Corporation (other than by way of a stock split or combination of shares or stock dividends or distributions provided for in Section 4.5(e)(i), (ii) and (iii), or a reclassification, exchange or substitution of shares provided for in Section 4.5(e)(iv)), or a merger or consolidation of the Corporation with or into another corporation or other entity that is not a Liquidation Event (an "Organic Change"), then as a part of such Organic Change an appropriate revision to the Conversion Price shall be made if necessary or appropriate and provision shall be made if necessary or appropriate (by adjustments of the Conversion Price or otherwise) so that the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share of Series A Preferred Stock into the kind and amount of shares of stock and other securities or property of the Corporation or any successor corporation resulting from Organic Change that such holder would have received had it converted the shares of Series A Preferred Stock held by it into Common Stock immediately prior to such Organic Change, all subject to further adjustment as provided herein. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4.5(e)(v) with respect to the rights of the holders of the Series A Preferred Stock after the Organic Change to the end that the provisions of this Section 4.5(e)(v) (including any adjustment in the Conversion Price then in effect and the number of shares of stock or other securities deliverable upon conversion of the Series A Preferred Stock) shall be applied after that event in as nearly an equivalent manner as may be practicable.

(e) No Impairment. The Corporation shall not, by amendment of these Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale

of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Article IV and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(f) Certificates as to Adjustments. Upon occurrence of each adjustment or readjustment of the Conversion Price or number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock pursuant to this Article IV, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of such Series A Preferred Stock a certificate setting forth such adjustment and readjustment, showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon written request of the holder of such affected Series A Preferred Stock, at any time, furnish or cause to be furnished to such holder a like certificate setting forth such adjustments and readjustments, the Conversion Price in effect at the time, and the number of shares of Common Stock and the amount, if any, of other securities or property which at the time would be received upon the conversion of a share of such Series A Preferred Stock. Notwithstanding the foregoing, the Corporation shall not be obligated to deliver a certificate unless such certificate would reflect an increase or decrease of at least one percent of such adjusted amount.

(g) Issue Taxes. The Corporation shall pay any and all issue and other taxes, excluding federal, state or local income taxes, that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(h) Notices. All notices and other communications hereunder shall be in writing and shall be deemed given if delivered personally or by facsimile or electronic mail or three (3) Business Days following being mailed by certified or registered mail, postage prepaid, return-receipt requested, addressed to the holder of record at its address appearing on the books of the Corporation. The Corporation will give written notice to each holder of Series A Preferred Stock at least twenty (20) days prior to the date on which the Corporation closes its books or takes a record (i) with respect to any dividend or distribution upon the Common Stock or (ii) for determining rights to vote with respect to any Organic Change, dissolution, liquidation or winding-up and in no event shall such notice be provided to such holder prior to such information being made known to the public. The Corporation will also give written notice to each holder of Series A Preferred Stock as soon as reasonably practicable prior to the date on which any Organic Change or Liquidation Event will take place; provided, however, that in no event shall such notice be provided to such holder prior to such information being made known to the public. Notwithstanding the foregoing, the failure by the Corporation to deliver any notice pursuant to this Section 4.5(h) or any defect therein shall not affect the validity of the corporate action required to be described in such notice.

(i) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall round the number of shares to be issued upon conversion up to the nearest whole number of shares.

(j) Reservation of Common Stock. The Corporation shall, so long as any shares of Series A Preferred Stock are outstanding, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, such number of shares of Common Stock equal to the aggregate number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all of the Series A Preferred Stock then outstanding.

(k) Effectiveness of Conversion. Conversion of Series A Preferred Stock shall be deemed to have been effected on the Conversion Date. Upon conversion of only a portion of the number of shares of Series A Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to such holder, at the expense of the Corporation, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered as required by Section 4.5(b)(ii).

4.6. Retroactive Effect. The provisions of this Article IV shall govern the Series A Common Stock, the Series B Common Stock and the Series A Preferred Stock from their respective dates of initial issuance.

Article V

Directors

5.1 The business and affairs of the Corporation shall be managed by or under the direction of the board of directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

5.2 The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

5.3 The board of directors is expressly empowered to adopt, amend or repeal Bylaws of the Corporation. The shareholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation, subject to any restriction that may be set forth in these Articles.

Article VI

Indemnification

6.1 To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent set forth in the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

6.2 To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law.

5.6 Any repeal or modification of this Article V shall not adversely affect any right or protection or increase the liability of a director of the Corporation existing at the time of such repeal or modification.

The foregoing Amended and Restated Articles of Incorporation have been duly adopted in accordance with the applicable provisions of the FBCA.

IN WITNESS WHEREOF, the undersigned has executed and subscribed these Amended and Restated Articles and does affirm that the statements made in these Amended and Restated Articles of Incorporation are true and correct this 2nd day of March, 2017.

VOIKE, INC.

By: 

Name: Jaime Jaramillo

Title: President

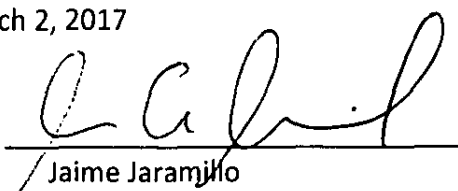
**Restated
Articles of Incorporation
of
Voike, Inc.**

Voike, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"), hereby certifies that:

- FIRST: The name of the Corporation is "Voike, Inc."
- SECOND: The Articles of Incorporation of the Corporation were originally filed with the Florida Department of State on August 24, 2006, and the Amended Articles of Incorporation of the Corporation were originally filed with the Florida Department of State on September 27, 2013.
- THIRD: The Amended Articles of Incorporation of the Corporation, as amended, are hereby restated pursuant to Section 607.1007 et. seq. of the FBCA. Pursuant to Section 607.1004 et. seq. of the FBCA, the amendments to the Amended Articles of Incorporation of the Corporation required the approval of the shareholders through voting groups, which included the approval of the holders of the Common Stock of the Corporation and the holders of the Series A Preferred of the Corporation.
- FOURTH: The number of votes cast for the amendments were sufficient for approval by holders of the Common Stock of the Corporation. The number of votes cast for the amendments were sufficient for approval by holders of the Series A Preferred Stock of the Corporation.
- FIFTH: The Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments thereto.
- SIXTH: The Restated Articles of Incorporation of the Corporation shall read in full force and effect as follows.

Dated March 2, 2017

Signature: _____


Jaime Jaramillo
President