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Certificate of Status	0
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BROOKLYN WATER ENTERPRISES, INC.**

**CERTIFICATE OF DESIGNATION
FOR
PREFERRED STOCK**

Brooklyn Water Enterprises, Inc., a Florida corporation, does hereby amend its Articles of Incorporation by filing the following amendment to its Articles of Incorporation, pursuant to Section 607.0602 of the Florida Statutes.

1. The name of the corporation is Brooklyn Water Enterprises, Inc.
2. Article 7 of the Articles of Incorporation is amended by adding the following language to the end of Article 7:

"7.4. Statement of Rights for Preferred Shares:

The Board of Directors of the corporation authorizes and designates the relative rights and preferences of 30,000,000 shares of the preferred stock of the Corporation (the "Preferred Stock") as follows:

(1) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation (each a "Liquidation Event"), the holders of each share of Preferred Stock shall be paid out of the assets of the Corporation available for distribution to its shareholders an amount equal to the per share purchase price of such share before any payment or distribution of the assets of the Corporation is made to the holders of the shares of any other class of stock of the Corporation; provided, however, that in connection with any Liquidation Event, the holders of Preferred Stock will not be entitled to receive any payment or distribution of the assets of the Corporation in respect of its Preferred Stock that is in excess of such holder's per share purchase price of such holder's Preferred Stock.

(2) Voting Rights. Each holder of outstanding shares of Preferred Stock will be entitled to vote with holders of outstanding shares of common stock, voting together as a single class, with respect to all matters presented to the shareholders of the Corporation for their action or consideration (whether at a meeting of shareholders of the Corporation, by written action of shareholders in lieu of a meeting, or otherwise). Each holder of outstanding shares of Preferred Stock will be entitled to notice of all shareholder meetings (or requests for written consent) in accordance with the Corporation's bylaws.

(3) Conversion Rights. For any share of Preferred Stock, at any time and from time to time on or after the date on which the Corporation initially issues such share (without regard to subsequent transfer of such share or reissuance of the certificate(s) representing such share), any holder of such share of Preferred Stock will have the right by written election to the Corporation to convert such share, on a one-for-one basis, into

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one (1) share of the common stock of the Corporation. In order to effectuate a conversion of shares of Preferred Stock in accordance with this paragraph, a holder of Preferred Stock shall (i) submit a written election to the Corporation that such holder elects to convert shares of Preferred Stock, stating the number of shares elected to be converted, and (ii) surrender, along with such written election, to the Corporation, the certificate or certificates representing the shares of Preferred Stock being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto) or, in the event the certificate or certificates are lost, stolen or missing, accompanied by an affidavit of loss executed by the holder. The conversion of such shares hereunder shall be deemed effective as of the date of surrender of such Preferred Stock certificate or certificates or delivery of such affidavit of loss. Upon the receipt by the Corporation of a written election and the surrender of such certificate(s) and accompanying materials, the Corporation shall as promptly as practicable deliver to the relevant holder (A) a certificate in the holder's name (or the name of such holder's designee as stated in the written election) for the number of shares of common stock of the Corporation to which such holder is entitled upon conversion of the applicable shares and, if applicable (B) a certificate in such holder's (or the name of such holder's designee as stated in the written election) for the number of shares of Preferred Stock represented by the certificate or certificates delivered to the Corporation for conversion but otherwise not elected to be converted pursuant to the written election.

3. The amendment to the Articles of Incorporation was duly adopted by the Board of Directors on May 17, 2018. No shareholder action is required.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be executed by its duly authorized officer as of this 17th day of May, 2018.


BROOKLYN WATER ENTERPRISES, INC.

By: _____

Name: Robert S. Green

Title: Secretary

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