Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : BIOSTEM TECHNOLOGIES INC.
Account Number : I20150000003
Phone : (954)380-8342
Fax Number : (954)206-0243

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15 JAN 15 PM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BIOSTEM TECHNOLOGIES, INC.

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1-16-15

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Articles of Amendment
to
Articles of Incorporation
of

Biostem Technologies Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P09000013924

(Document Number of Corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

______________________ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent ______________________

____
(Florida street address)

New Registered Office Address: ______________________, Florida ______________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)
Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.
Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ☐ Change ☐ Add ☐ Remove			
2) ☐ Change ☐ Add ☐ Remove			
3) ☐ Change ☐ Add ☐ Remove			
4) ☐ Change ☐ Add ☐ Remove			
5) ☐ Change ☐ Add ☐ Remove			
6) ☐ Change ☐ Add ☐ Remove			

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E. If amending or adding additional Articles, enter change(s) here:
(Attach *additional sheets, if necessary*). *(Be specific)*

Please See Attached

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

The Amendment provides for a reverse split of the common shares on the basis of 1 share of new stock for each 400 shares of current Common stock owned (1:400). This amendment does not affect the total authorized shares, which remain at 975,000,000.

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The date of each amendment(s) adoption: January 12, 2015, if other than the date this document was signed.

Effective date if applicable: January 27, 2015

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ______________________________."

(voting group)

☑ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated January 13, 2015

Signature ______________________________

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jason Matuszewski

(Typed or printed name of person signing)

Sole Director/ President / Secretary

(Title of person signing)

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BioStem Technologies, INC.

Florida Registration #P09000013924

CONSENT RESOLUTIONS BY THE MAJORITY OF DIRECTORS OF THE COMPANY

WHEREAS pursuant to the provisions of the Florida Revised Statutes, as amended (the "*Act*"), and the Articles of Incorporation and By-Laws of BioStem Technologies Inc., a Florida corporation (the "Company"), the undersigned, being the sole Director of the Company, hereby consents to, votes in favor of, and adopts the following consent resolution of the Directors (the "Directors"). Such Director(s) by his respective signature hereto does hereby waive any and all requirements for the giving of notice for and of the convening of a formal meeting of the Directors;

WHEREAS, the Board has determined that it is in the best interests of the Company to effect a reverse split of its common shares in order to improve the Company image in the marketplace, to reduce the number of shares issued and outstanding and to establish a new base for the Company to move forward;

WHEREAS, the Company held a special meeting on January 12, 2015 and approved a 400 for 1 reverse split of the Company's outstanding common shares without changing the total shares authorized.

THE FOLLOWING CONSENT RESOLUTION of the Directors was approved effective as of the 12th day of January, 2015 (the "Effective Date" herein).

NOW THEREFORE BE IT RESOLVED THAT:

1. The Company shall complete a 400 for 1 reverse split of its common shares upon approval by FINRA and shall take the necessary steps to complete the reverse split as soon as possible.
2. That Jason Matuszewski has full authority to take such actions as are necessary to complete the reverse split.

There being no other matter to come before the Board, the meeting was adjourned.

SOLE DIRECTOR:

By:

Name: Jason Matuszewski
Title: Sole Director, President/Secretary

Date: January 12, 2015

Notary: Nick J. D[illegible]
Exp 10-3-17

NOTARY PUBLIC
NICHOLAS J. DEWSNAP
STATE OF WISCONSIN

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