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To:

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

From:

Account Name : BIOSTEM TECHNOLOGIES INC.
Account Number : I201500000003
Phone : (954) 380-8342
Fax Number : (954) 206-0243

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: info@biostemtech.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BIOSTEM TECHNOLOGIES, INC.**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BIOSTEM TECHNOLOGIES, INC.

DEPT. OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, persons acting as incorporators under the Florida Revised Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation for
BIOSTEM TECHNOLOGIES, INC.:

ARTICLE ONE

The name of the Corporation is **BIOSTEM TECHNOLOGIES, INC.**

ARTICLE TWO

The purpose or purposes for which the Corporation is organized is to engage in all aspects of business. The Corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which Corporation may be organized under the Florida Business Corporation Act and any amendment thereto.

ARTICLE THREE

1. General. The Corporation shall have authority to issue two classes of shares, to be designated as "Preferred" and "Common". The total number of shares, which the Corporation is authorized to issue, is (a) 975,000,000 shares of common stock, Par Value \$0.001; and (b) 25,000,000 shares of Preferred stock, Par Value \$0.001.

2. Preferred Stock. The Board of directors is vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time in one or more series and in such amount as may be determined by the Board of Directors in such resolution or resolutions. The characteristics of the Preferred Stock, including the ownership powers, voting powers, designation, preferences, and relative, participating, optional or other rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively the "Series Terms"), shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Series Terms (a "Preferred Stock Series Resolution") adopted by the Board of Directors or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board with respect to the Series Terms of a particular series (any of which powers may, by a resolution of the Board of Directors, be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not limited to, the establishment of the following relative rights and preferences:

- A. The rate of dividends;
- B. The price at and the terms and conditions for which shares may be redeemed;
- C. The amount payable upon shares in event of involuntary liquidation;
- D. The amount payable upon shares in event of voluntary liquidation;
- E. Sinking fund provisions (if any) for the redemption or purchase of shares;
- F. The terms and conditions on which shares may be converted if shares of any Series are issued with the privilege of conversion; and
- G. Voting rights, include the number of votes per share, the matter on which shares can vote, and the contingencies, which make the voting rights effective.

3. Preferences, Limitations and Relative Rights

- A. General. All shares of Common Stock shall have identical rights with each other. Except as provided in this Article or Preferred Stock Series Resolutions, all shares of Preferred Stock shall have preferences, limitations and relative rights declared by the Board of Directors.
- B. The Corporation currently has designated 1,000,000 shares of its Authorized Preferred as follows:
 - a. 500,000 shares have been designated as "Series A-1 Convertible Preferred" of Preferred Stock Authorized pursuant to the Rights and Privileges filed with the State of Florida on December 23, 2014, which is reincorporated herein; and
 - b. 500,000 shares have been designated as "Series B-1 Convertible Preferred"

ARTICLE FOUR

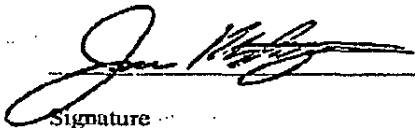
The Corporation's initial registered office shall be:

4749 NE 11th Avenue
Oakland Park, Florida 33334

The Corporation's initial registered agent at such address shall be:

Jason Matuszewski

I hereby acknowledge and accept appointment as corporate registered agent:


Signature

ARTICLE FIVE

The governing board of the Corporation shall be styled as directors. The number of Directors constituting the Board of Directors shall be not less than (1) nor more than

(3). The name and address of the person who is to serve as Director until the next annual meeting of the Shareholders, or until his successor is elected and qualified is:

Jason Matuszewski
4749 NE 11th Avenue
Oakland Park, Florida 33334

ARTICLE SIX

Cumulative voting by the Shareholders of the Corporation at any election for Director is expressly prohibited. The Shareholders entitled to vote for Directors in such election shall be entitled to cast one (1) vote for each Director for each share held.

ARTICLE SEVEN

To the fullest extent permitted by the Florida Business Corporations Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party any action, suit or proceeding by reason of the fact that such person (i) is or was a director of another Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the Corporation or director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporations Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

ARTICLE EIGHT

The Corporation shall have authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefore and unrestricted reduction surplus available therefore, without submitting such purchase to a vote of the shareholders of the Corporation.

ARTICLE NINE

Any action required by the Florida law to be taken at any annual or special meeting of Shareholders, or any action which may be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holder of all shares entitled to vote on the action were present and voted.

ARTICLE TEN

The Board of Directors, without the consent of shareholders, may adopt any re-capitalization affecting the outstanding securities of the Corporation by affecting a forward or reverse split of all outstanding securities of the Corporation, with appropriate adjustments to the Corporation's capital accounts, provided that the re-capitalization does not require any change in the Articles of Incorporation of the Corporation.

ARTICLE ELEVEN

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporations Act, as amended from time to time, relating to affiliated transactions.

ARTICLE TWELVE

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE THIRTEEN


The Board of Directors shall have the right to change the name of the Corporation without shareholder approval to a name that reflects the industry or business in which the Corporation's business operations are conducted or the name that will promote or conform to any principal product, technology or other asset of the Corporation that the Board of Directors, in its sole discretion, deems appropriate.

In Witness Whereof, Jason Matuszewski, President, Secretary and sole director of BIOSTEM TECHNOLOGIES, INC has executed these Amended and Restated Articles of Incorporation in duplicate this 30 day of January, 2015, and states:

That he is the current sole officer and director of the company and that he has read the above and foregoing Amended and Restated Articles of Incorporation; know the contents thereof and that the same is true to the best of his knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters he believes to be true.

This Amendment does not contain an amendment to the articles requiring shareholder approval. The Board of Directors adopted the restatement pursuant to Section 607.100 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on the 20th day of March, 2015.


Jason Matuszewski, President