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**ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AGAIA, INC.**

**CERTIFICATE OF DESIGNATION, PREFERENCES, AND RIGHTS OF
SERIES B PREFERRED STOCK**

Pursuant to Sections 607.1002 and 607.0602 of the Florida Business Corporation Act ("FBCA"), the undersigned Chief Executive Officer of AGAIA, INC., (the "Corporation"), a company organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Corporation's Amended and Restated Articles of Incorporation and in accordance with the provisions of the resolution creating a series of the class of the Corporation's authorized Preferred Stock designated as Series B Preferred Stock does hereby certify:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation authorizes the issuance of twenty-five million (25,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and five million (5,000,000) shares of preferred stock par value \$0.0001 per share (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

SECOND: At a meeting of the Board of Directors, held on December 10, 2015, the directors approved the designation of one hundred (100) shares of the Preferred Stock as Series B Preferred Stock ("Series B Stock") and authorized the issuance of the Series B Stock. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series B Stock shall be as hereinafter described.

Accordingly, "Article IV" of the Articles of Incorporation of this Corporation is amended to include the following:

Series B Preferred Stock

1. **Designation and Number of Shares.** There shall be a series of Preferred Stock that shall be designated as "Series B Preferred Stock," and the number of shares constituting such series shall be one hundred (100) shares. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series B Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation. The stated value shall be \$1.00 per share ("Stated Value").
2. **Ranking.** The Series B Stock shall rank prior to all classes of the Corporation's Common Stock and any class or series of capital stock of the Corporation hereafter created (except for the Series A Participating Preferred Stock), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation. All classes of the Corporation's Common Stock and any class or series of capital stock of the Corporation hereafter created shall be referred to as "Junior Securities".

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3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), the holders of record of the shares of the Series B Stock shall be entitled to receive assets and funds prior to all classes of the Junior Securities. The amount of the preference shall be equal to \$1.00 per share. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series B Stock shall be insufficient to permit payment in full to the holders of the Series B Stock, then the entire assets and funds of the Corporation legally available for distribution to such holders then outstanding shall be distributed ratably among the holders of the Series B Stock based upon the proportion the total amount distributable on each share upon Liquidation bears to the aggregate amount required to be distributed, but for the provisions of this sentence, on all shares of the Series B Stock.
4. Dividends. There shall be no dividends on the Series B Stock.
5. Conversion Rights. There are no conversion rights for Holders of the Series B Stock, except that upon a Change of Control the Series B Stock shall convert into shares of the Corporation's common stock on a share for share basis.
6. Voting Rights. Holders of Series B Stock shall have no voting rights except as required by law, including but not limited to the FBCA, and as expressly provided in this Certificate of Designation.
7. Redemption. At the option of the Corporation, if at any time from and after issuance out of funds legally available therefor, the Corporation shall have the right to redeem all of the Series B Stock in the amount of \$1.00 per share. The Corporation may exercise its redemption right by delivering a written notice thereof to all holders of the Series B Stock, which notice shall state the date on which the optional redemption shall occur, which shall not be less than 20 days after the notice.
8. Miscellaneous.
 - (a) The shares of the Series B Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Resolution Designating Series B Stock and in the Amended and Restated Articles of Incorporation of the Corporation.
 - (b) The holders of the Series B Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.
 - (c) Holders of fifty-one percent (51%) of the outstanding shares of Series B Stock may, voting as a single class, elect to waive any provision of this Resolution Designating Series B Stock, and the affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series B Stock.

The foregoing Amendment was adopted by the Board of Directors of the Corporation pursuant to the Florida Business Corporation Law. Therefore, the number of votes cast for the Amendment to the Corporation's Amended and Restated Articles of Incorporation was sufficient for approval.

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IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its duly authorized officer.

Effective 12/16/2, 2015.

AGAIA, INC.

By: 

Name: Benjamin Shell

Its: President

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EXHIBIT A

Change in Control. The term "Change in Control" means the occurrence of any of the following events:

(a) the acquisition, directly or indirectly, by any "person" or "group" (as those terms are defined in Sections 3(a)(9), 13(d), and 14(d) of the Exchange Act and the rules thereunder) of "beneficial ownership" (as determined pursuant to Rule 13d-3 under the Exchange Act) of securities entitled to vote generally in the election of directors ("voting securities") of Corporation that represent 40% or more of the combined voting power of Corporation's then outstanding voting securities or 50% or more of the combined Fair Market Value of Corporation's then outstanding stock, other than:

(a) an acquisition by a trustee or other fiduciary holding securities under any employee benefit plan (or related trust) sponsored or maintained by Corporation or any person controlled by Corporation or by any employee benefit plan (or related trust) sponsored or maintained by Corporation or any person controlled by Corporation, or

(b) an acquisition of voting securities by Corporation or a corporation owned, directly or indirectly, by the stockholders of Corporation in substantially the same proportions as their ownership of the stock of Corporation.

provided, however, that notwithstanding the foregoing, an acquisition of Corporation's securities by Corporation that (x) causes Corporation's voting securities beneficially owned by a person or group to represent 40% or more of the combined voting power of Corporation's then outstanding voting securities or (y) cause Corporation's stock beneficially owned by a person or group to represent 50% or more of the combined Fair Market Value of Corporation's then outstanding stock shall not be considered an acquisition by any person or group for purposes of this subsection (a); provided, however, that if a person or group shall become the beneficial owner of 40% or more of the combined voting power of Corporation's then outstanding voting securities or 50% or more of the combined Fair Market Value of Corporation's then outstanding stock by reason of share acquisitions by Corporation as described above and shall, after such share acquisitions by Corporation, become the beneficial owner of any additional securities of Corporation, then such acquisition shall constitute a Change in Control;

(b) the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a person other than the Board;

(c) the acquisition by any "person" or "group" (as those terms are defined in Sections 3(a)(9), 13(d), and 14(d) of the Exchange Act and the rules thereunder), or combined acquisitions during the 12-month period ending on the date of the most recent acquisition by such person or group, of ownership of assets from Corporation that have a total gross fair market value equal to or more than 40% of the total gross fair market value of all of the assets of the Corporation immediately before such acquisition; and

(d) stockholder approval of a complete liquidation or dissolution of Corporation.

For purposes of subsection (a) above, the calculation of voting power shall be made as if the date of the acquisition were a record date for a vote of Corporation's stockholders, and for purposes of

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subsection (c) above, the calculation of voting power shall be made as if the date of the consummation of the transaction were a record date for a vote of Corporation's stockholders.

Notwithstanding the foregoing, there is no Change in Control event when there is a transfer to an entity that is controlled by the stockholders of the Corporation immediately after the transfer. A transfer of assets by Corporation is not treated as a Change in Control if the assets are transferred to:

- (a) Stockholder of Corporation (immediately before the asset transfer) in exchange for or with respect to the stockholders' stock;
- (b) an entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by Corporation;
- (c) a person or group that owns, directly or indirectly, 50% or more of the total value or voting power of all the outstanding stock of Corporation; or
- (d) an entity, at least 50% of the total value or voting power of which is owned, directly or indirectly, by a person or group described in (iii) above.