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SECRET 1.1

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Rejuvel Bio-Sciences, Inc.

**DOCUMENT NUMBER:** P09000084815

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles J. Scimeca

Name of Contact Person

Rejuvel Bio-Sciences, Inc.

Firm/ Company

Chase Bank Building, 150 SE 2nd Ave, Suite 403

Address

Miami, FL 33131

City/ State and Zip Code

Cscimeca@gmail.com

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

For further information concerning this matter, please call:

Charles J. Scimeca

at ( 949 ) 355-8714

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

Articles of Amendment  
to  
Articles of Incorporation  
of

Rejuvel Bio-Sciences, Inc.

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

P09000084815

(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**)

**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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TALLAHASSEE, FLORIDA

**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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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

**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)

**Article 3 Capital Stock, Section 1: Designating Three Hundred Thousand (300,000) Shares of Preferred Stock as Series C**

Preferred Stock out of our Fifty Million (50,000,000) authorized Preferred Stock.

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The date of each amendment(s) adoption: December 1, 2015, if other than the date this document was signed.

Effective date if applicable: December 1, 2015  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 12-1-15

Signature Charles J. Scimeca

(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)

Charles J. Scimeca

\_\_\_\_\_  
(Typed or printed name of person signing)

President, Director

\_\_\_\_\_  
(Title of person signing)

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CERTIFICATE OF DESIGNATION OF RIGHTS,  
PRIVILEGES, PREFERENCES AND RESTRICTIONS  
OF SERIES C PREFERRED STOCK OF REJUVEL BIO-SCIENCES, INC.  
PURSUANT TO SECTION 607.0602 OF THE  
FLORIDA BUSINESS CORPORATION ACT

On behalf of Rejuvel Bio-Sciences, Inc., a Florida corporation (the "Corporation"), the undersigned hereby certifies that the following resolution has been duly adopted by the board of directors of the Corporation (the "Board"):

The Amended and Restated Articles of Incorporation of the Company authorize Three Hundred Fifty Million (350,000,000) shares of \$.001 par value capital stock, of which are designated Fifty Million (50,000,000) shares are designated \$.001 par value preferred stock (the "Preferred Stock") with Forty Thousand (40,000) of such shares being designated as Series A Preferred Stock, Ten Thousand (10,000) of such shares being designated as Series B Preferred Stock, Three Hundred Thousand (300,000) of such shares being designated as Series C Preferred stock, and Three Hundred Million (300,000,000) shares are designated \$.001 common stock (the "Common Stock").

There are presently approximately Fifty Two Million Eight Hundred Fourteen Thousand Two Hundred Sixty Five (52,814,265) shares of the Corporation's Common Stock, presently issued and outstanding.

The Corporation is organized and existing under the laws of the State of Florida and, that pursuant to the authority conferred upon the Board of Directors of the Corporation by the Articles of Incorporation of the Corporation, as amended, and pursuant to Florida Business Corporations Act, the shares of Preferred Stock of the Corporation must be created and issued from time to time in one or more series, each of such series to have such voting powers, designation, preferences, and other special rights, qualifications, limitations or restrictions, as expressed in resolutions providing for the creation and issuance of such series, as adopted by the Board of Directors of the Corporation.

Pursuant to the resolutions adopted by the Unanimous Written Consent of the Board of Directors Without a Meeting effective December 1, 2015 (the "December 1, 2015 Consent") the Board of Directors adopted resolutions establishing a series of Preferred Stock from its authorized shares of Preferred Stock, designated SERIES C Preferred Stock, consisting of Three Hundred Thousand (300,000) shares (the "SERIES C Stock"), with certain rights, privileges, preferences and restrictions as set forth in this Certificate of Designation of Rights, Privileges, Preferences and Restrictions of SERIES C Preferred Stock of Rejuvel Bio-Sciences, Inc. as follows:

1.0      Designation and Rank.

A new series of Preferred Stock from the Corporation's authorized shares of Preferred Stock is hereby created, designated SERIES C Preferred Stock, consisting of Three Hundred Thousand (300,000) shares (the "SERIES C Stock"), with certain rights, privileges, preferences and restrictions as set forth in the December 1, 2015 Consent. No other shares of Preferred Stock shall be designated SERIES C Preferred Stock.

## 2.0 Dividend Rate and Rights.

The holders of the shares of the SERIES C Stock shall not be entitled to receive dividends.

## 3.0 Conversion into Common Stock.

Optional Conversion of Series C Convertible Preferred Stock. The Holders of Series C Convertible Preferred Stock shall have conversion rights as follows:

(a) Conversion Right. Each share of Series C Convertible Preferred Stock shall not be convertible into Company Common Stock at any time.

## 4.0 Liquidation Preference.

The holders of SERIES C Preferred Stock shall not be entitled to receive any distributions in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

## 5.0 Voting Rights.

Except as otherwise provided herein or by law and in addition to any right to vote as a separate SERIES C as provided by law, the holder of the SERIES C Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of holders of Common Stock and shall be entitled to notice of any Shareholders meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, with respect to any question upon which holders of Common Stock have the right to vote, including, without limitation, the right to vote for the election of directors, voting together with the holders of Common Stock as one class. For so long as SERIES C Preferred Stock is issued and outstanding, the holders of SERIES C Preferred Stock shall vote together as a single class with the holders of the Corporation's Common Stock and the holders of any other class or series of shares entitled to vote with the Common Stock, with the holders of SERIES C Preferred Stock being entitled to One Thousand (1,000) votes per share of Common Stock for every one (1) share of Series C Preferred Stock held by them on all such matters.

## 6.0 Other Preferences.

The shares of the SERIES C Preferred Stock shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles of Incorporation of the Corporation.

## 7.0 No Impairment.

The Corporation will not, by amendment of its Articles of Incorporation or by amendment to the Certificate of Designation of the Rights, Privileges, Preferences and Restrictions of SERIES C Preferred Stock establishing SERIES C Stock, which shall be prepared as a separate document and filed with the requisite regulatory agencies and state registry, or by resolutions adopted subsequent to the date hereof, or through any reorganization, transfer of assets, 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 Paragraph 7, and in the taking of all such actions as may be necessary or appropriate in order to protect against the impairment of the rights of holders of the SERIES C Stock.

## 8.0 Notices.

Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to its principal executive offices,

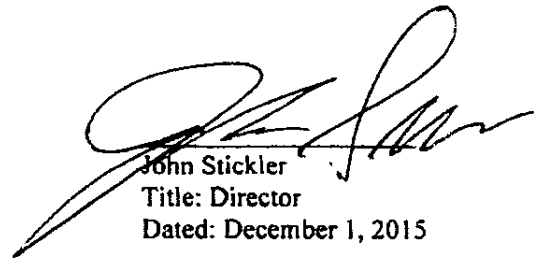




Charles J. Scimeca

Title: Director

Dated: December 1, 2015



John Stickler

Title: Director

Dated: December 1, 2015