

1/19/2016

Division of Corporations

P11000109414

Florida Department of State

Division of Corporations
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTELLIGENT HOLDINGS, INC

16 JAN 19 AM 8:33

The undersigned, GUY AMICO, hereby certifies that:

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1. He is the duly elected President of INTELLIGENT HOLDINGS, INC., a Florida corporation.
2. The Articles of Incorporation of this corporation were originally filed with the Secretary of State of Florida on December 30, 2011.
3. Article IV - *Shares* - of the Articles of Incorporation of this corporation is hereby amended in its entirety to read as follows:

ARTICLE IV - CAPITAL STOCK

Section 1. Authorized Capital Stock. The aggregate number of shares which the Corporation shall have the authority to issue is 110,000,000 shares ("Capital Stock"), of which 100,000,000 shares shall be common stock, par value \$.001 per share (the "Common Stock"), and of which 10,000,000 shares shall be \$.001 par value, blank check, preferred stock (the "Preferred Stock").

Section 2. Preferred Stock. The Board of Directors is authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, and to determine the designations, preferences, limitations and relative or other rights of the Preferred Stock or any series thereof. For each series, the Board of directors shall determine, by resolution or resolutions adopted prior to the issuance of any shares thereof, the designations, preferences, limitations and relative or other rights thereof, including but not limited to the following relative rights and preferences, as to which there may be variations among different series:

- (a) The rate and manner of payment of dividends, if any;
- (b) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares in the event of liquidation, dissolution or other winding-up of the Corporation;
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares;
- (e) The terms and conditions, if any, on which shares may be converted or exchanged;
- (f) Voting rights, if any; and
- (g) Any other rights and preferences of such shares, to the full extent now or hereafter permitted by the FBCA.

The Board of Directors shall have the authority to determine the number of shares that will comprise each series.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by law.

Section 3. Series C Preferred Stock. There is hereby designated a series of voting Preferred Stock of the Corporation which shall be designated as the "Series C Preferred Stock" ("Series C Preferred Stock"), \$0.001 par value, and the number of shares constituting such series shall be ONE MILLION (1,000,000). 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 C Preferred Stock to a number less than the number of such shares then 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 Series C Preferred Stock shall have the following rights, preferences, restrictions and other terms:

(a) Rank: Except as otherwise set forth herein, the holders of the shares of the Series C Preferred Stock (each, a "Holder" and collectively the "Holders") shall have the same rights and privileges as the holders of the Common Stock.

(b) Voting Rights:

(i) Formula. On all matters to come before the shareholders of the Corporation, the holders of Series C Preferred Stock shall have that number of votes per share (rounded to the nearest whole share) equal to the product of (x) the number of shares of Series C Preferred Stock held on the record date for the determination of the holders of the shares entitled to vote (the "Record Date"), or, if no record date is established, at the date such vote is taken or any written consent of shareholders is first solicited, and (y) 1,000.

(ii) Participation. Except as otherwise expressly provided herein or by applicable law, the Holders of shares of Series C Preferred Stock, the holders of shares of Common Stock, and the holders of shares of any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(iii) Common Voting Standing. Except as otherwise provided herein, in the Corporation's Articles of Incorporation, or its Bylaws, the holders of shares of Series C Preferred Stock, the holders of shares of Common Stock, and the holders of shares of any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(c) Conversion: The Holders of the Series C Preferred Stock shall have the following rights with respect to the conversion of the Series C Preferred Stock into shares of the Corporation's Common Stock:

(i) Upon notice provided by the Holder to the Corporation, a Holder shall have the right to convert, at face value per share, all or any portion of their Series C Preferred Stock into shares of the Corporation's Common Stock on the basis of ten (10) shares of Common Stock for each share of Series C Preferred Stock so converted (the "Conversion Ratio").

(ii) If at any time after the date of issuance of the Series C Preferred Stock, in the event the Corporation shall (i) make or issue a dividend or other distribution payable in Common Stock (other than with respect to the Series C Preferred Stock); (ii)

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subdivide outstanding shares of Common Stock into a larger number of shares; or (iii) combine outstanding shares of Common Stock into a smaller number of shares; or (iv) conduct a rights offering to its existing shareholders, the Conversion Ratio shall be adjusted appropriately by the Corporation's Board of Directors.

(iii) If the Common Stock issuable upon the conversion of the Series C Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 3), then in each such event, the Holder of each share of Series C Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such capital reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series C Preferred Stock might have been converted immediately prior to such capital reorganization, reclassification or other change.

(iv) In each case of an adjustment or readjustment of the conversion ratio, the Corporation, at its expense, will seek to furnish each holder of Series C Preferred Stock with a certificate, showing such adjustment or readjustment, and stating in detail the facts upon which such adjustment or readjustment is based.

(iv) Promptly after the Corporation's receipt of a conversion notice, and upon surrender of the Series C Preferred Stock certificate for cancellation, the Corporation shall deliver to the holder a certificate representing the number of the Corporation's shares of Common Stock into which such Series C Preferred Stock is converted. No fractional shares shall be issued, and, in lieu of any such fractional securities, each holder of Series C Preferred Stock who will otherwise be entitled to a fraction of a share upon surrender shall receive the next highest whole share.

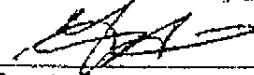
Effective Date. The effective date of these Articles of Amendment to Articles of Incorporation shall be the date filed with the Secretary of State of the State of Florida.

Adoption of Amendment. The foregoing Articles of Amendment to Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of meeting as of January 14, 2016.

These Articles of Amendment to Articles of Incorporation were approved by the written consent of the holders of a majority of the Common Stock, as of January 14, 2016. The number of votes cast for the amendment was sufficient for approval by holders of Common Stock, our only voting group.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment to Articles of Incorporation as of January 14, 2016.

INTELLIGENT HOLDINGS, INC.

By: 
Name: Guy Amico
Title: President

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