

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H21000183973 3)))



H210001839733ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : VCORP SERVICES, LLC
Account Number : I20080000067
Phone : (845) 425-0077
Fax Number : (845) 818-3588

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

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GROM SOCIAL ENTERPRISES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GROM SOCIAL ENTERPRISES, INC.**

FILED
2021 MAY -7 PM 1:21
SECRETARY OF STATE
FLORIDA

Under Section 607.1001 of the Florida Business Corporation Act

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is Grom Social Enterprises, Inc. (the "Corporation").
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on August 4, 2014. Amendments to the Articles of Incorporation were filed with the Secretary of State of the State of Florida on each of August 17, 2017, April 8, 2019, June 12, 2019 and August 4, 2020.
3. The Board of Directors of the Corporation, acting in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act ("FBCA"), adopted resolutions to amend the Articles of Incorporation of the Corporation, as amended, by adding the following paragraph to the end of ARTICLE I of the Articles of Incorporation of the Corporation, as amended, to read as follows:

"Pursuant to the FBCA, on May 13, 2021 at 9 a.m., the effective time of this Certificate of Amendment to the Articles of Incorporation (the "Effective Time"), each 32 shares of Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that instead of issuing such fractional shares, the Corporation shall round shares up to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above."

4. This Certificate of Amendment to the Articles of Incorporation was duly adopted in accordance with Section 607.1001 of the FBCA. The Board duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and submitted the proposed amendment to the shareholders of the Corporation. The Certificate of Amendment was duly approved by the required vote of the shareholders of the Corporation in accordance with Section 607.0704 of the FBCA.
5. This Certificate of Amendment shall become effective as of May 13, 2021 at 9 a.m.

IN WITNESS WHEREOF, this Certificate of Amendment to the Articles of Incorporation has been executed as of this 6 day of May, 2021.

GROM SOCIAL ENTERPRISES, INC

A handwritten signature in black ink, appearing to read 'Darren Marks', is written over a horizontal line. The signature is stylized with a large loop at the end.

Darren Marks
Chief Executive Officer