

P15000004042

(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

WLS-2861

Office Use Only



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01/07/15--01022--002 **122.50

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AND
FILED
15 JAN 15 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Banneker Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

William White

Contact Person

Banneker Inc

Firm/Company

5405 NW 102nd Ave Suite 209H

Address

Sunrise, FL 33351

City, State and Zip Code

nowgreenbill@gmail.com

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

For further information concerning this matter, please call:

Dominic Falso at (954) 464-9933

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☒ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 14, 2015

WILLIAM WHITE
5405 NW 102ND AVE, SUITE 209H
SUNRISE, FL 33351

SUBJECT: BANNEKER INC.
Ref. Number: W15000002861

We have received your document for BANNEKER INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 815A00000839

APPROVED
AND
FILED

15 JAN 15 PM 4:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Banneker Inc.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a **Corporation**
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **California**
(Enter state, or if a non-U.S. entity, the name of the country)

on **April 2nd, 1996**

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Wyoming

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Banneker Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

APPROVED
AND
FILED

Signed this 15 day of JANUARY, 20 15 JAN 15 PM 4:57

Required Signature for Florida Profit Corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: Dominick Falso Title: C.O.O and Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: John Correnti

Title: C.F.O. and Director

Signature: _____

Printed Name: Dominick Falso

Title: C.O.O. and Director

Signature: _____

Printed Name: William White

Title: President and Director

Signature: _____

Printed Name: Cortney Talley

Title: Secretary and Director

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (P. 607.01) 15 PM 4: 57

ARTICLE I NAME

The name of the corporation shall be: Banneker Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address

Mailing address, if different is:

5405 NW 102nd Ave. Suite 209 H
Sunrise Fl. 33351

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is: See Attached

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: William White-P, CEO, D

Name and Title: Cortney Talley- S, D.

Address: 5405 NW 102 Ave #209H
Sunrise Fl. 33351

Address: 5405 NW 102 Ave #209H
Sunrise Fl. 33351

Name and Title: John Correnti CFO

Name and Title: _____

Address: 5405 NW 102 Ave #209H
Sunrise Fl. 33351

Address: _____

Name and Title: Dominick Falso- COO, D.

Name and Title: _____

Address: 5405 NW 102 Ave #209H
Sunrise Fl. 33351

Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Dominick Falso

Address: 5405 NW 102 Ave #209H
Sunrise Fl. 33351

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AND
FILED

15 JAN 15 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Dominick Falso
Address: 5405 NW 102 Ave #209H
Sunrise, Fl. 33351

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

 *Agent*

Required Signature/Registered Agent

01/05/2015

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

 *Incorporator*

Required Signature/Incorporator

01/05/2015

Date

APPROVED
AND
FILED

15 JAN 15 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

Article IV Authorized Stock

The Corporation is authorized to issue two classes of stock. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

Common Shares

One class of stock shall be common stock, par value \$0.00001, of which the Corporation shall have the authority to issue Forty Nine Billion, Eight Hundred and Thirty Million (49,830,000,000) shares. Each share has a par value of \$0.00001 per share.

Preferred Shares

The second class of stock shall be preferred stock, of varying par values, of which the Corporation shall have the authority to issue One Hundred and Seventy Million (170,000,000) shares. There are Four (4) separate and distinct types of Preferred Stock. The rights and privileges of both the Common and Preferred Stock are listed herein. It is not necessary for a Certificate be issued in order for an issuance of any type of Preferred Stock to be valid, provided a majority of the Votes that can be cast, vote to affirm said issuance. If Certificates are issued, there is no requirement that any particular format be adhered to except that the CEO and CFO of the Company must sign each Certificate.

A. Rights and Privileges for Common Shares of Banneker Inc.

(1) Designation and Rank. the Corporation shall have the authority to issue Forty Nine Billion, Eight Hundred and Thirty Million (49,830,000,000) shares of the "Common Stock". Each share has a par value of \$0.00001 per share.

(2) Issuance. Shares of Common Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Common Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Common Stock.

(3) Intentionally left blank.

(4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:



(1) The holders of the Common shall be entitled to receive, after the holders of all classes of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to any other debt holders or creditors, an amount equal to the 10 day prior closing bid price per share with respect to each share of Common, with respect to the Liquidation date as set forth by the Company or court order.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Common shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Common ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Common as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section, and unless a majority of Votes as determined by the voting of any class of Voting Stock so as to obtain a majority, affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Common Stock may receive notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Common Stock is issued and outstanding each issued share of Common will have one (1) vote. It is not required that all stock holders vote or are notified of any such vote; it is only required that a majority of votes be cast.

(6) Reissuance. No share or shares of Common acquired by the Corporation by reason of conversion or otherwise shall be reissued as Common, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Common Stock of the Corporation.

B. Rights and Privileges for Series A Convertible Preferred Shares of Banneker Inc.

(1) Designation and Rank. The series "Series A Convertible Preferred Stock" consists of Ten Million 10,000,000 shares, par valued at \$.00001 per share. The Series A Convertible Preferred shall be senior to the common stock.

(2) Issuance. Shares of Series A Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series A Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series A Convertible Preferred Stock; subject to Paragraph Six (6) below.



(3) Conversion into Common Stock.

(a) Right to Convert.

Each share of Series A Convertible Preferred Stock that is issued and outstanding can be converted into one (1) share of common stock of the corporation pursuant to the restrictions of law.

(b) Intentionally left blank.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series A Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen, never issued or destroyed certificate, issue and deliver to such holder of Series A Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series A Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series A Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series A Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities 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 Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series A Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

(4) Liquidation Preference.



(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series A Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series A Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series A Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series A Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series A Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series A Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows:

a) Right to Vote; Voting Ratio. Each Share of Series A Convertible Preferred Stock shall entitle the holder thereof to participate in shareholder meetings; to cast ten thousand (10,000) votes per share with respect to any matter whatsoever, specifically including but limited to any matter that any other class of stock is entitled to vote on.

(6) Reissuance. No share or shares of Series A Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series A Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series A Preferred



Stock of the Corporation. Moreover, no further issuances of any number of Series A Convertible Preferred Stock shall be allowed without the written consent of the majority of the then issued and outstanding Series A Convertible Preferred Stock.

C. Rights and Privileges for Series B Convertible Preferred Shares of Banneker Inc.

(1) Designation and Rank. The series "Series B Convertible Preferred Stock" consists of 90,000,000 shares, par valued at \$.00001 per share with a price of \$2.50 per share. The Series B Convertible Preferred shall be senior to the common stock.

(2) Issuance. Shares of Series B Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series B Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series B Convertible Preferred Stock.

(3) Conversion into Common Stock.

(a) Right to Convert/Conversion Ratio. If at least one (1) share of Series B Convertible Preferred Stock is issued and outstanding, then each issued shares of Series B Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur at a ratio of two hundred and fifty thousand (250,000) shares of common stock being issued for every one (1) share of Series B Convertible Preferred Stock. Hence, each individual share of Series B Convertible Preferred Stock shall be convertible into two hundred and fifty thousand (250,000) of shares of Common Stock.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series B Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series B Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series B Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series B Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series B Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.



(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities 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 Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series B Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

(4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series B Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock (except that Series B Convertible Preferred shall be considered inferior and subordinate in order to Series A) an amount equal to \$1.00 per share with respect to each share of Series B Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series B Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series B Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series B Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series B Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent

appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series B Convertible Preferred Stock may receive notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Series B Convertible Preferred Stock is issued and outstanding each issued share of Series B Convertible Preferred will have ten (10) votes.

(6) Reissuance. No share or shares of Series B Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series B Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series B Convertible Preferred Stock of the Corporation.

D. Rights and Privileges for Series C Convertible Preferred Shares of Banneker Inc.

(1) Designation and Rank. The series "Series C Convertible Preferred Stock" consists of 20,000,000 shares, par valued at \$.00001 per share with a price of \$1.00 per share. The Series C Convertible Preferred shall be senior to the common stock.

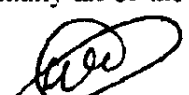
(2) Issuance. Shares of Series C Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series C Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series C Convertible Preferred Stock.

(3) Conversion into Common Stock.

(a) Right to Convert/Conversion Ratio. If at least one (1) share of Series C Convertible Preferred Stock is issued and outstanding, then each issued shares of Series C Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur at a ratio of one hundred thousand (100,000) shares of common stock being issued for every one (1) share of Series C Convertible Preferred Stock. Hence, each individual share of Series B Convertible Preferred Stock shall be convertible into one hundred thousand (100,000) of shares of Common Stock.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series C Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series C Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the



assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series C Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series C Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series C Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities 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 Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series C Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series C Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

(4) Liquidation Preference.

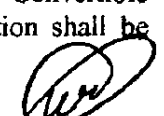
(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series C Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, (except that Series C Convertible Preferred shall be considered inferior and subordinate in order to Series A and B, respectively) an amount equal to \$1.00 per share with respect to each share of Series C Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series C Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series C Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series C Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series C Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be



deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series C Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Series C Convertible Preferred Stock is issued and outstanding each issued share of Series C Convertible Preferred will have one (1) vote.

(6) Reissuance. No share or shares of Series C Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series C Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series C Convertible Preferred Stock of the Corporation.

E. Rights and Privileges for Series S Convertible Preferred Shares of Banneker Inc.

(1) Designation and Rank. The series "Series S Convertible Preferred Stock" consists of 50,000,000 shares, par valued at \$.001 per share with a price of \$.50 per share. The Series S Convertible Preferred shall be senior to the common stock.

(2) Issuance. Shares of Series S Convertible Preferred Stock may only be issued at the direction of a majority vote of the board of Directors, who shall also approve or determine the number of shares issued pursuant to: i) direction from the current holder(s) of Series S Convertible Preferred Stock or ii) issuance(s) affected by virtue of a sale or other assignment of the Series S Convertible Preferred Stock.

(3) Conversion into Common Stock.

(a) Right to Convert. If at least one (1) share of Series S Convertible Preferred Stock is issued and outstanding, then each issued shares of Series S Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of the Corporation. Said conversion will occur with the number of shares of Common Stock being issued equal to the Price per Share of Series S Convertible Preferred stock divided by the Par Value of the Series S Convertible Preferred stock.

(a) Right to Convert/Conversion Ratio. If at least one (1) share of Series S Convertible Preferred Stock is issued and outstanding, then each issued shares of Series S Convertible Preferred Stock at any given time, regardless of their number, shall be convertible into the shares of Common Stock of



the Corporation. Said conversion will occur at a ratio of ten thousand (10,000) shares of common stock being issued for every one (1) share of Series S Convertible Preferred Stock. Hence, each individual share of Series S Convertible Preferred Stock shall be convertible into ten thousand (10,000) of shares of Common Stock.

(c) Mechanics of Conversion. Before any holder shall be entitled to convert, the holder shall surrender the certificate or certificates representing Series S Convertible Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that the holder elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series S Convertible Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid.

(d) Adjustments to Conversion Ratio. - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series S Convertible Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series S Convertible Preferred into shares of Common Stock pursuant to this Section and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series S Convertible Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights. The Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities 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 Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series S Convertible Preferred against impairment.

(f) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series S Convertible Preferred, and the Corporation shall increase its authorized Common Stock within 400 days of the date in which its reserves become insufficient for conversion.

(4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of the Series S Convertible Preferred shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason



of their ownership of such stock, (except that Series S Convertible Preferred shall be considered inferior and subordinate in order to Series A,B and C.) an amount equal to \$1.00 per share with respect to each share of Series S Convertible Preferred.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series S Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series S Convertible Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series S Convertible Preferred as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 3, and unless a majority of the holders of the Series S Convertible Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

(5) Voting Rights. The holders of the Series S Convertible Preferred Stock are entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote. If at least one (1) share of Series S Convertible Preferred Stock is issued and outstanding each issued share of Series S Convertible Preferred will have one (1) vote.

(6) Reissuance. No share or shares of Series S Convertible Preferred acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series S Convertible Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series S Convertible Preferred Stock of the Corporation.

F. Price of Shares.

The price of each share of any series of Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.



G. LOCK-UP RESTRICTIONS ON CONVERSION. Shares of any Series of Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after issuance, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

Banneker Inc.

By:



William White, President

APPROVED
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15 JAN 15 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA