

P/5000062810

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.**

((H16000020309 3)))



H160000203093ABCV

**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 : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

**\*\*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  
EASTOWER GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

JAN 26 2016

D CONNELL

*[Handwritten Signature]*

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EASTOWER GROUP, INC.

16 JAN 25 AM 7:50  
FILED  
ALABAMA

DESIGNATING  
SERIES A NON-CONVERTIBLE PREFERRED STOCK

PURSUANT TO SECTION 607.0602 OF THE  
FLORIDA BUSINESS CORPORATION ACT

Vlado Hreljanovic, Director of EasTower Group, Inc., a corporation organized and existing under Florida Business Corporation Act (hereinafter called the "Corporation"), in accordance with the provisions of Section 607.0602 thereof, DOES HEREBY CERTIFY:

**FIRST:** These Articles of Amendment were adopted by the Board of Directors on August 17, 2015 in the manner prescribed by Section 607.1002 of the Florida Business Corporation Act. Shareholder action was not required.

**SECOND:** That pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of the Articles of Incorporation, as amended, of the Corporation (the "Articles of Incorporation"), the Board of Directors adopted the following resolution on August 17, 2015 designating 10,000,000 shares of the Company's authorized preferred stock as "Series A Non-Convertible Preferred Stock":

**RESOLVED**, that there shall be a series of shares of the Corporation designated Series A Non-Convertible Preferred Stock, par value \$0.0001 (the "Series A Preferred Stock"); that the number of shares of such series shall be Ten Million (10,000,000) and that the rights and preferences of such Series A Preferred Stock and the limitations or restrictions thereon, shall be as set forth herein;

The following shall be adopted and incorporated by reference into the foregoing resolution as if fully set forth therein:

- 1) Designation and Authorized Shares. The Corporation shall be authorized to issue Ten Million (10,000,000) shares of Series A Preferred Stock.
- 2) Stated Value. Each share of Series A Preferred Stock shall have a stated value of ten thousandth of a cent (\$0.0001) (the "Stated Value").
- 3) Liquidation.

3.1. Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of Series A Preferred Stock shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefore, a preferential amount in cash equal to (and not more than) the Stated Value. All preferential amounts to be paid to the holders of Series A Preferred Stock in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock whose terms expressly

provide that the holders of Series A Preferred Stock should receive preferential payment with respect to such distribution (to the extent of such preference) and (ii) the Corporation's Common Stock. If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding shares of Series A Preferred Stock (or the holders of any class or series of capital stock ranking on a parity with the Series A Preferred Stock as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

3.2. Any distribution in connection with the liquidation, dissolution or winding up of the Corporation, or any bankruptcy or insolvency proceeding, shall be made in cash to the extent possible. Whenever any such distribution shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of the Corporation.

- 4) Voting. Except as otherwise expressly required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters submitted to shareholders of the Corporation and shall be entitled to ninety five (95) votes for each share of Series A Preferred Stock owned at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise required by law, the holders of shares of Series A Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.
- 5) No Right of Conversion. The holders of Series A Preferred Stock shall have no right or privilege to convert their shares of Series A Preferred Stock into Common Stock of the Corporation.
- 6) Record Holders. The Corporation and its transfer agent, if any, for the Series A Preferred Stock may deem and treat the record holder of any shares of Series A Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.
- 7) Restrictions and Limitations. Except as expressly provided herein or as required by law so long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then-outstanding shares of the Series A Preferred Stock, take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series A Preferred Stock, including without limitation:
  - (a) Reduce the amount payable to the holders of Series A Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Series A Preferred Stock to the rights upon liquidation of the holders of any other capital stock in the Corporation;
  - (b) Cancel or modify adversely and materially the voting rights as provided in Section 4 hereof; or
  - (c) Take any action which would result in the change of control of fifty percent (50%) or more of the ownership of the Corporation.

1/25/2016 2:31:29 PM From: To: 8506176380( 4/4 )

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 6<sup>th</sup> day of January, 2016.

**EASTOWER GROUP, INC.**

By: 

Vlado P. Hreljanovic, Director