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**SECOND AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF BITCOIN SERVICES, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of Bitcoin Services, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 17, 2016, Document No. P16000017097.

SECOND: These Second Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on June 1, 2017. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

Article 1. CORPORATE NAME.

The name of the Corporation is: BITCOIN SERVICES, INC.

Article 2. PRINCIPAL OFFICE AND MAILING ADDRESS OF BUSINESS.

The principal office and mailing address of the Corporation is: 417 Forest Street, #413, Kalamazoo, MI 49001. The Board of Directors may at any time and from time to time move the principal office of this Corporation.

Article 3. PURPOSE.

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

Article 4. CAPITAL STOCK.

Authorized Capital. The designation, powers, including voting rights, preferences and any qualifications, limitations, or restrictions of the classes of Authorized Capital Stock of Corporation are specified as follows:

The Corporation is authorized to issue four (4) classes of stock which are designated, respectively, "Common Stock" and "Series "A" Preferred Stock" and "Series "B" Preferred Stock" and "Series "C" Preferred Stock" The total number of shares of stock which the Corporation shall have authority to issue shall be 1,890,000,010., and consist of: 1,770,000,000 shares of Common Stock, having a \$0.0001 par value per share; 100,000,000. shares of Series "A" Preferred Stock, having a \$0.0001 par value per share; 20,000,000. shares of Series "B" Preferred Stock, having a \$0.0001 par value per share; and 10. shares of Series "C" Preferred Stock, having a \$0.0001 par value per share.

Shares of Common Stock are entitled to one vote per share;

Shares of Series "A" Preferred Stock enjoy dividend and liquidation preferences and are convertible into one share of Common Stock at the express election of shareholder to convert. Series "A" shareholders shall not have any Common Stock voting rights unless and until converted into Common Stock. At any time, the entire class of Series "A" Preferred Stock may be forced converted to Common Stock by a vote or written consent of the holders of at least a simple majority of these Series "A" Preferred Stock that are then outstanding;

Shares of Series "B" Preferred Stock are convertible into one share of Common Stock at the express election of shareholder to convert. Series "B" shareholders shall not have any Common Stock voting rights unless and until converted into Common Stock. At any time, the entire class of Series "B" Preferred Stock may be forced converted to Common Stock by a vote or written consent of the holders of at least a simple majority of these Series "B" Preferred Stock that are then outstanding; and

Shares of Series "C" Preferred Stock. The record Holders of the Series "C" Preferred Stock shall have the right to vote on any matter with holders of Common Stock and may vote as required on any action, which Florida law provides may or must be approved by vote or consent of the holders of the specific series of voting preferred shares and the holders of common shares. The Record Holders of the Series "C" Preferred Shares shall have the right to vote on any matter with holders of common stock voting together as one (1) class. The Record Holders of the Series "C" Preferred Shares shall have that number of votes (identical in every other respect to the voting rights of the holders of common stock entitled to vote at any Regular or Special Meeting of the Shareholders) equal to that number of common shares which is not less than sixty percent (60%) of the vote required to approve any action, which Florida law provides may or must be approved by vote or consent of the holders of the holders of common shares or the holders of other securities entitled to vote, if any. The Record Holders of the Series "C" Preferred Shares shall be entitled to the same notice of any Regular or Special Meeting of the Shareholders as may or shall be given to holders of any other series of preferred shares and the holders of common shares entitled to vote at such meetings. No corporate actions requiring majority shareholder approval or consent may be submitted to a vote of preferred and common shareholders which in any way precludes the Series "C" Preferred Stock from exercising its voting or consent rights as though it is or was a common shareholder. For purposes of determining a quorum for any Regular or Special Meeting of the Shareholders, the Series "C" Preferred Shares shall be included and shall be deemed as the equivalent of 60% of all common shares represented at and entitled to vote at such meetings.

Article 5. BOARD OF DIRECTORS.

The Board of Directors shall have the authority, by resolution or resolutions, to divide the any of the shares of stock into series, to establish and fix the distinguishing designation of each such series, and the number of shares thereof (which number, by

like action of the Board of Directors from time to time thereafter may be increased, except when otherwise provided by the Board of Directors in creating such series, or may be decreased, but not below the number of shares thereof then outstanding) and, within the limitations of applicable law of the State of Florida or as otherwise set forth in this article, to fix and determine the relative rights and preferences of the shares of each series so established prior to the issuance, thereof. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of preferred stock.

The Board of Directors shall have the authority, by resolution or resolutions, at any time forward to fix a record date for the effectuation of a forward or reverse split of the issued and outstanding shares of Common Stock upon motion, either with or without shareholder approval or upon a simple majority (50.01%) shareholder vote of the Common shares. In accordance with Florida law shareholder approval shall not be required. Also, in accordance with Florida law the Corporation will not be required to reduce or increase any class of stocks par value and authorized shares. The Corporation may issue non-voting equity shares. The Corporation may issue shares below par value in its discretion.

The business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of no fewer than one member and no more than seven members. The Corporation, by action of its directors, and without action by its shareholders, may purchase its own shares in accordance with the provisions of Florida Statutes. Such purchases may be made either in the open market or at public or private sale, in such manner and amounts, from such holder or holders of outstanding shares of the Corporation, and at such prices as the directors shall from time to time determine.

Article 6. REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 3030 N. Rocky Point Dr., STE 150A, Tampa, FL 33607. The name of the Corporation's registered agent at that office is: Registered Agents Inc.

Article 7. DIRECTORS AND/OR OFFICERS.

Joel Schneider is the Chief Executive Officer, Chief Financial Officer and Director. The mailing address for Joel Schneider is 417 Forest Street, #413, Kalamazoo, MI 49001.

Article 8. LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS.

To the fullest extent permitted by law, no officer or director of the Corporation shall be personally liable to the Corporation or to its shareholders for damages, and shall be fully indemnified by the Corporation, including legal expenses, damages and costs for the purchase of policies of insurance.

Article 9. DENIAL OF PREEMPTIVE RIGHTS.

No shareholder shall have any right to acquire shares or other securities of the Corporation of any class, except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

Article 10. SHAREHOLDERS.

9.1 *Control Share Acquisition.* The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.2 *Quorum.* The Holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.3 *Required Vote.* Acts of shareholders shall require the approval of 50.01% of the outstanding votes of shareholders, including, but not limited to, all corporate actions, amendments to articles and bylaws, name changes, mergers, acquisitions, purchases, dissolutions, wind-outs, bankruptcies, splits and dividends.

Article 11. CONTRACTS.

No contract or other transaction between the Corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this Corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

Pursuant to Chapter 607 of the Florida Statutes, this amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval. In witness whereof, that the date that the amendment was adopted on June 2, 2017.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation this 2nd day of June, 2017.

BITCOIN SERVICES, INC.



Joel C. Schneider, Chief Executive Officer,
Chief Financial Officer, and Director