

P17000037868

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HALL COUNTY, GEORGIA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 22, 2017

JOSE QUIROS
10 BOULDER CRESCENT STE 102
COLORADO SPRINGS, FL 80903

SUBJECT: F3TCH, INC.
Ref. Number: P17000037868

We have received your document for F3TCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return 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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 017A00017204

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FETCH, INC.

DOCUMENT NUMBER: P17000037868

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSE QUIROS

Name of Contact Person

FETCH, INC.

Firm/ Company

10 BOULDER CRESCENT, SUITE 102

Address

COLORADO SPRINGS, CO 80903

City/ State and Zip Code

JQUIROS@CAMPOSAGRADOINC.COM

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

For further information concerning this matter, please call:

JOSE QUIROS

at (719) 505-3785

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

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

Articles of Amendment
to
Articles of Incorporation
of

FILED

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STATE OF FLORIDA
TALLAHASSEE

F3TCH, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P17000037868

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

AMENDING ARTICLES TO REFLECT AS ATTACHED.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

AMENDING SHARE STRUCTURE TO REFLECT AS ATTACHED.

The date of each amendment(s) adoption: MAY 1, 2017, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated AUGUST 3, 2017

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSE QUIROS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**ATTACHMENT TO THE
ARTICLES OF AMENDMENT
OF**

F3TCH, Inc.

Pursuant to the provisions of the FLORIDA Business Corporation Act, the undersigned adopts the following amendment and restatement to its Articles of Incorporation:

1. The Articles of Incorporation of the corporation are amended and restated in their entirety to read as follows:

ARTICLE I

Name

The name of the Corporation is F3TCH, Inc.

ARTICLE II

Principal Office

Street & Mailing Address: 10 Boulder Crescent, Suite 102, Colorado Springs, CO 80903

ARTICLE III

Purposes and Powers

The Corporation shall have and may exercise all of its rights, powers or privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida, and shall have and may exercise all powers necessary or convenient to effect any of the purposes for which the Corporation has been organized.

ARTICLE IV

Capital Structure

4.1 Authorized Shares. This Corporation is authorized to issue three classes of stock, which are Common Stock, Preferred A, and Preferred B Shares (Founder's Shares).

Common Stock

The number of shares of Common Stock that this corporation is authorized to issue is fifteen million (15,000,000) each with a par value of one tenth of a cent (\$0.001). Each share of Common Stock shall have one (1) vote per share. Cumulative voting shall not be allowed in the election of directors or for any other purpose. No shareholder of this Corporation shall have any preemptive or similar right to acquire any additional or unissued or treasury shares of stock.

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Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each Share of Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

4.2 Consideration for Shares. The shares of the Corporation shall be issued for such consideration expressed in dollars or services, as shall be fixed from time to time by the Board of Directors of the Corporation.

Preferred Stock

The description of the Preferred Stock with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications and rights thereof are as follows:

The shares of Preferred Stock that this Corporation is authorized to issue shall be eight-hundred twenty five thousand (825,000) for Preferred Class A Shares and ten-thousand (10,000) for Preferred Class B (Founder's Shares) shares with a \$0.001 par value.

Preferred Class A stock shall have a \$1.00 par and a 10% preferred annual dividend on par value (\$0.10 per share) non-cumulative, one vote per share. Preferred Class A is convertible to 2.35 shares of Common, at no discount and shall be converted as the number of Preferred A shares multiplied 2.35. The Company shall maintain a reserve adequate to accommodate the conversion of Preferred A

Preferred Class B (Founders Shares) stock shall have 100 votes per share and are not eligible for dividends. This Class may not be sold, traded, encumbered, or transferred unless the Company in its totality is sold or merged.

Preferred Stock- Additional

(A) Preferred Stock may be issued, from time to time, in one or more Series, each of such Series to have such terms as are stated and expressed herein and in the resolutions providing for the issue of such Series adopted by the Board of Directors as hereinafter provided.

(B) The Board of Directors, subject to the provisions hereof, may classify or reclassify any unissued Shares of Preferred Stock into one or more Series of Preferred Stock by fixing or altering in anyone or more respects, from time to time, before issuance of such unissued Shares:

(i) The distinctive designation of such Series and the number of Shares to constitute such Series;

(ii) The annual dividend rate on the Shares of such Series, the time of payment, whether or not dividends thereon shall be cumulative, and, if cumulative, the date or dates from which such dividends shall be cumulative;



(iii) The price at and any terms and conditions on which Shares may be redeemed:

(iv) The sinking fund provisions for the redemption or purchase of Shares:

(v) The amount payable on the Shares of such Series in the event of voluntary liquidation, dissolution, or winding up of the Corporation:

(vi) The amount payable on the Shares of such Series in the event of involuntary liquidation:

(vii) Whether or not the Shares of such Series shall be convertible into Shares of stock of any other class or classes, and if so convertible, the terms and conditions of such conversion:

(viii) The limitations and restrictions, if any, to be effective while any Shares of such Series are outstanding, upon the payment of dividends or making of other distributions on the Common Stock or any other class or classes of stock of the Corporation ranking junior to the Shares of such Series:

(ix) The conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or any subsidiary and the conditions or restrictions, if any, upon the issuance of any additional stock (including additional Shares of such Series or of any other Series) ranking on a parity with or prior to the Shares of such Series as to dividends or upon liquidation:

(x) Any right to vote with holders of Shares of any other Series or class and any right to vote as a class, either generally or as a condition to specified corporate action; and

(xi) Such other preferences, rights, restrictions, and qualifications as shall not be inconsistent herewith.

(C) All Shares of any Series of Preferred Stock shall be identical with each other in all respects, except that Shares of any one Series issued at different times may differ as to the dates from which dividends thereon shall be cumulative, if cumulative dividends have been designated for such Series, and all Series shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of Section (2) hereof.

(D) The Preferred Stock is senior to the Common Stock, and the Common Stock is subject to the rights and preferences of the Preferred Stock as herein set forth.

(E) Preferred Dividends.

(i) The holders of Preferred Stock of each Series shall be entitled to receive, and the Corporation shall be bound to pay, out of any funds legally available for such



purpose, when and as declared by the Board of Directors, cash dividends thereon at such rate and payable at such times as shall be fixed and determined for such Series as herein set forth. Dividends with respect to each Series of Preferred Stock shall be cumulative or non-cumulative, as determined by the Board of Directors, and shall accrue from such date or dates as shall have been fixed and determined with respect to such Series by the Board of Directors as herein provided.

(ii) In no event, so long as any Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, or any distribution be made or ordered in respect of, the Common Stock or any other class of stock ranking junior to the Preferred Stock, or any moneys be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of Shares of Common Stock or of any other such junior class of stock, unless:

(a) Full cumulative dividends, if any, on the Preferred Stock of all Series for all past dividend periods shall have been paid with respect to any outstanding Preferred Shares having cumulative dividend rights, and the full dividend on all outstanding Shares of Preferred Stock of all Series for the then current dividend period, if any, shall have been paid or declared and set apart for payment; and

(b) The Corporation shall have set aside all amounts, if any, theretofore required to be set aside as and for sinking funds, if any, for the Preferred Stock of all Series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been made good.

(iii) Subject to the foregoing provisions respecting the Preferred Stock, and not otherwise, dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared and paid upon the Common Stock, from time to time, out of any funds legally available therefore, and no holder of any Shares of any Series of Preferred Stock, as such, shall be entitled to participate in any such dividend.

(F) The Corporation, at the option of the Board of Directors, may, at any time permitted by the resolution or resolutions adopted by the Board of Directors providing for the issuance of any Series of Preferred Stock, and at the redemption price per Share fixed and determined for such Series, redeem the whole or any part of the Shares of such Series at the time outstanding (the total sum so payable on any such redemption being herein referred to as the "redemption price"). Notice of every such redemption shall be mailed to the holders of record of the Shares of such Series so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation. Such notice shall be mailed at least 30 days in advance of the date designated for such redemption to the holders of record of Shares so to be redeemed. In case of the redemption of a part only of any Series at the time outstanding, the Shares of such Series

so to be redeemed shall be selected by lot or pro rate in such manner as the Board of Directors may determine.

(G) If, on the redemption date specified in such notice, the funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the Shares so called for redemption, then, notwithstanding that any certificates for Shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, the Shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so designated, and all rights of holders of the Shares of Preferred Stock so called for redemption shall forthwith, after such redemption date, cease and terminate, excepting only the right of the holders thereof to receive the redemption price therefore but without interest. Any moneys so set aside by the Corporation and unclaimed at the end of six years from the date designated for such redemption shall revert to the general funds of the Corporation; after which reversion, the holders of such Shares so called for redemption shall look only to the Corporation for payment of the redemption price, and such Shares shall not still be deemed to be outstanding.

(H) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the Preferred Stock of each Series shall be entitled, before any distribution shall be made to the Common Stock or to any other class of stock junior to the Preferred Stock, to be paid the amount fixed and determined by the board of Directors for such Series as herein provided, plus accrued and unpaid dividends thereon to the date of distribution, but the Preferred Stock shall not be entitled to any further payment, and any remaining net assets shall be distributed ratably to the outstanding Common Stock. If, upon such liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be insufficient to permit the payment to all outstanding Shares of Preferred Stock of all Series of the full preferential amounts to which they are respectively entitled, then the entire net assets of the Corporation shall be distributed ratably to all outstanding Shares of Preferred Stock of all Series in proportion to the full preferential amount to which each Share is entitled. Neither a consolidation nor a merger of the Corporation with or into any other corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution, or winding up within the meaning of this section.

(I) The Preferred Stock shall not be convertible, except to the extent that anyone or more Series thereof may be issued with the privilege of conversion as may be determined by the Board of Directors prior to issuance of any Shares of such Series as herein set forth. If the Shares of any Series are so issued with the privilege of conversion, then, at the option of the respective holders thereof, the Preferred Stock of such Series shall be convertible into a number of fully paid and non-assessable Shares of the Common Stock or any other class of stock of the Corporation at the conversion rate, or upon payment to the Corporation of the conversion price, which is in effect for the Preferred Stock of such Series at the time of such conversion. The initial conversion rate or conversion price

(including, in the latter case, the number of Shares of Common Stock or other class of stock issuable upon conversion), and the terms and conditions of conversion for each Series issued with the privilege of conversion shall be fixed and determined by the Board of Directors as hereinafter provided. Such conversion price or conversion rate, with respect to any such Series, may be subject, from time to time, to adjustment by virtue of issuance of securities or rights to purchase securities of the Corporation, or upon any capital reorganization or reclassification of the Common Stock of the Corporation, or the consolidation or merger of the Corporation, or the sale, conveyance, lease, or other transfer by the Corporation of all or substantially all of its property, or in other circumstances, all to the extent and in the manner fixed and determined by the Board of Directors as herein set forth.

Shares of any Series of Preferred Stock which have been issued and reacquired in any manner by the Corporation (including Shares redeemed, Shares purchased and retired, and Shares which, if convertible or exchangeable, have been converted into or exchanged for Shares of stock of any other class, classes, or Series) shall have the status of authorized and unissued Shares of Preferred Stock and may be cancelled, reissued as a part of the Series of which they were originally a part, or may be reclassified and reissued as part of a new Series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, or as part of any other Series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in any resolution or resolutions adopted by the Board of Directors provided for the issue of any Series of Preferred Stock.

(K) None of the holders of Preferred Stock of any Series shall have any voting powers for any purpose, except as may be specifically required by law, or except as any such right to vote may be fixed and determined by the Board of Directors prior to issuance of any Shares of such Series as herein provided.

(L) In order for the Board of Directors to establish a Series of Preferred Stock, the Board of Directors shall adopt a resolution or resolutions setting forth the designation and the number of Shares of such Series and the relative rights and preferences thereof in respect of the foregoing particulars. The Board of Directors may re-designate any Shares of any Series theretofore established that have not been issued, or that have been issued and retired, as Shares of some other Series, or change the designation of outstanding Shares where desired to prevent confusion.

(M) For the purposes hereof and of any resolution of the Board of Directors providing for the classification or reclassification of any Shares of Preferred Stock:

The term "outstanding," when used in reference to Shares of stock, shall mean issued Shares, excluding Shares held by the Corporation or a subsidiary, and Shares called for redemption; funds for the redemption of which shall have been deposited in trust.



ARTICLE V
Initial Officers & Directors

Name & Title	Jose P. Quiros - President & Director	Name & Title	Jaime L. Kniep - Treasurer, Secretary & Director
Address:	10 Boulder Crescent, Suite 102 Colorado Springs, CO 80903	Address:	10 Boulder Crescent, Suite 102 Colorado Springs, CO 80903

ARTICLE VI
Registered Agent

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

United States Corporation Agents, Inc.
13302 Winding Oak Court, Suite A
Tampa, FL 33612-3425

ARTICLE VII
Incorporator

Cheyenne Morseley, Legalzoom.com, Inc.
101 N. Brand Blvd., 11th Floor
Glendale, CA 91203

ARTICLE VIII
Regulation of Internal Affairs

8.1 Bylaws. The Board of Directors of the Corporation may amend or repeal the Bylaws of the Corporation, unless the shareholders, in amending or repealing a particular Bylaw, expressly provide that the directors may not amend or repeal such Bylaw. The shareholders may amend or repeal the Bylaws even though the Bylaws may also be amended or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Florida Business Corporation Act or these Articles of Incorporation.

ARTICLE IX
LIMITATION ON LIABILITY OF DIRECTORS

9.1 Limitation on Liability of Directors. Each and every director of the Corporation shall not be personally liable to the Corporation or its shareholders to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be and amended and supplemented, from time to time.



2. The date the following amendments to the Articles of Incorporation were adopted:

Monday, May 1, 2017

3. Indicate the manner in which the amendments were adopted (mark only one):

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

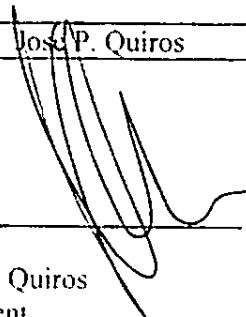
"The number of votes cast for the amendment(s) was/were sufficient for approval by ..

(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

6. The name and address of individuals causing this document to be delivered for filing:

Name	Address
Jose P. Quiros	Boulder Crescent, Suite 102, Colorado Springs, CO 80903



Jose P. Quiros
President

**CERTIFICATE OF DESIGNATION OF NUMBER, VOTING POWERS,
PREFERENCES, AND RIGHTS**

OF

SERIES A

PREFERRED STOCK

OF

F3TCH, Inc.

The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of F3TCH, Inc., a Florida corporation (the "Company") that: the Articles of Incorporation of the Corporation authorizes the issuance of Series A Preferred Stock in the amount of eight-hundred and twenty-five thousand (825,000) of a par value of \$1.00 each and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any and all of said Shares and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences, and relative, participating, optional, and other special rights and qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued. Further, the Board of Directors, pursuant to Section 607.0601 of the Florida Business Corporation Act adopted the following resolutions:

RESOLVED:

This Board of Directors hereby designates 825,000 shares of the Company's Preferred Stock (par value \$1.00) as Series A Preferred Stock with each share of the Series A Preferred Stock to have the following rights and privileges:

- (1) Voting Rights. Each share of the Series A Preferred Stock shall have one vote per share.
- (2) Dividend Rights. Each share of the Series A Preferred Stock shall be entitled to a 10% dividend on Par (\$0.10 per share), non-cumulative dividend, whether ordinary or liquidating, that may be declared or paid by this Company.
- (3) Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series A Preferred Stock.
- (4) Conversion Rights. The Series A Preferred Stock shall be entitled to convert into shares of the Company's Common Stock at a conversion ratio of 2.35 shares of Common Stock for each Preferred Series A share at anytime.

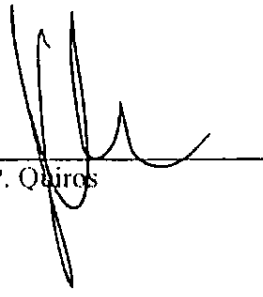


IN WITNESS WHEREOF, F3TCH, Inc. ("F3TCH" or the "Company") caused this Certificate of Designations, Number, Voting Powers, Preferences and Rights of the Series A Preferred Stock to be duly executed by its President as of this 1st day of May 2017.

DATED: May 1, 2017

By: _____

Jose P. Quiros

A handwritten signature in black ink, appearing to be 'Jose P. Quiros', is written over a horizontal line. The signature is stylized with a large, sweeping 'J' and 'Q'.

**CERTIFICATE OF DESIGNATION OF NUMBER, VOTING POWERS,
PREFERENCES, AND RIGHTS**

OF

SERIES B (Founder's Shares)

PREFERRED STOCK

OF

F3TCH, Inc.

The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of F3TCH, Inc., a Florida corporation (the "Company") that: the Articles of Incorporation of the Corporation authorizes the issuance of Series B Preferred Stock in the amount of ten-thousand (10,000) of a par value of \$0.001 each and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any and all of said Shares and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences, and relative, participating, optional, and other special rights and qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued. Further, the Board of Directors, pursuant to Section 607.0601 of the Florida Business Corporation Act adopted the following resolutions:

RESOLVED:

This Board of Directors hereby designates 10,000 shares of the Company's Preferred Stock (par value \$0.001) as Series B Preferred Stock (Founders' Shares) with each share of the Series B Preferred Stock to have the following rights and privileges:

- (1) Voting Rights. Each share of the Series B Preferred Stock shall have a 100 vote right per share.
- (2) Dividend Rights. Each share of the Series B Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating, that may be declared or paid by this Company.
- (3) Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series B Preferred Stock.
- (4) Conversion Rights. The Series B Preferred Stock shall not be entitled to convert into shares of the Company's Common Stock at anytime.
- (5) Restricted. Series B Preferred Stock shall be restricted from being sold in part, transferred, encumbered or otherwise put at risk with the exception that the stock may be sold, but only if 100% of the Company is sold.



IN WITNESS WHEREOF, F3TCH, Inc. ("F3TCH" or the "Company") caused this Certificate of Designations, Number, Voting Powers, Preferences and Rights of the Series B Preferred Stock to be duly executed by its President as of this 1st day of May 2017.

DATED: May 1, 2017

By: _____

Jose P. Quiros

