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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WHEREVERTV BROADCASTING

CORPORATION

Signature _____

Requested by: BA

11/14/17

Name _____

Date _____

Time _____

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- _____ Art of Inc. File _____
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- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
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- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
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- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
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- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**RESTATED ARTICLES OF INCORPORATION
OF
WHEREVERTV BROADCASTING CORPORATION,**

THE UNDERSIGNED, being the president of WhereverTV Broadcasting Corporation does hereby restates the Articles of Incorporation as follows.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is WhereverTV Broadcasting Corporation.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue perpetual.

**ARTICLE IV
SHARES**

4.1. The capital stock of this corporation shall consist of 300,000,000 shares of common stock, par value \$0.0001 and 10,000,000 shares of preferred stock par value \$0.0001.

4.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3 Designation of Series A Preferred Shares.

1. Creation of Series A Preferred Stock. There is hereby created a series of preferred stock consisting of 500,000 shares and designated as the Series A Preferred Stock, \$0.0001 par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividends. No dividends shall be paid on the Series A Preferred

Stock.

3. No Conversion Rights. No shares of the Series A Preferred Stock may be convertible into shares of Common Stock.

4. Voting Provisions. Each share of Series A Stock shall be entitled to 100 votes per share on all shareholder matters.

5. Redemption. Commencing January 1, 2019, The Company shall have the right to redeem any issued shares of Series A Preferred Stock in whole, but not in part, at a price of \$0.001 per share.

4.4. Other Powers of the Board of Directors With Respect to Shares.

1. The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

2. The Board of Directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 11390 Palm Beach Boulevard, Suite 302, Ft. Myers, FL 33905. The Board of Directors may at any time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number or person constituting the initial Board of Directors shall be (11). The Board of Directors shall be elected by the Stockholders of the corporation at such a manner as provided in the By-Laws. The names of initial Board of Directors and officers are as follows:

Borkowski, Edward, Director
Ciofani, Edward: Director, CEO
Feldman, Jack: Director
Morissette, Rene: Director, CFO
McGuirk, Gary: Director

Seidl, Milo: Director
Welch, Scott: Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE VIII AMENDMENT OF -BY-LAWS

Anything in these Articles of Incorporation, the By-Laws, or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1 Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation.

9.2 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 be applied to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation,

and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI CONTRACTS

No contract or other transaction between this 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 hereafter a direct or indirect interest in such contract.

ARTICLE XII SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Edward Ciofani
11390 Palm Beach Boulevard
Suite 302
Ft. Myers, FL 33905

ARTICLE XIII RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Edward D. Ciofani
11390 Palm Beach Boulevard
Suite 302
Ft. Myers, FL 33905

This Amendment was adopted by the Directors and no shareholder action was not required as the sole purpose for the amended is to correct scrivener's errors in the Company's original Articles of Incorporation filed October 17, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on November 14, 2017.

/s/ Edward D. Ciofani
Edward D. Ciofani, CEO

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for WhereverTV Broadcasting Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

/s/ Edward D. Ciofani
Edward D. Ciofani