

P170000687830

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TALLAHASSEE, FLORIDA

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T. LEAST

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OTC HealthTech Group, Inc.

DOCUMENT NUMBER: P17000087830

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

Please return all correspondence concerning this matter to the following:

Michael S. Alexander

Name of Contact Person

Firm/ Company

10380 SW Village Center Drive, Suite 352

Address

Port Saint Lucie, FL 34987

City/ State and Zip Code

goldenriverguy@gmail.com

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

For further information concerning this matter, please call:

Michael S. Alexander

at (561) 410-0218

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

OTC HealthTech Group, Inc.

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

PI7000087830

(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:

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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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

(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

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TALLAHASSEE, FLORIDA

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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<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	_____	_____	_____

This image shows a single page of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

Attached

February 16, 2018

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

February 16, 2018

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.

February 16, 2018

Dated _____

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)

MICHAEL S. ALEXANDER

(Typed or printed name of person signing)

Michael S. Alexander

(Title of person signing)

CERTIFICATE OF DESIGNATION
PREFERENCES AND RIGHTS OF THE
SERIES A - SUPER VOTING - SUPER VOTING PREFERRED STOCK
(\$0.0001 PAR VALUE PER SHARE)
OF
OTC HEALTHTECH GROUP, INC.
A FLORIDA CORPORATION

OTC HEALTHTECH GROUP, INC., a corporation organized and existing under the General Corporation Law of the State of Florida (the "Company"),

DOES HEREBY CERTIFY that, pursuant to authority expressly conferred, granted and vested in the Board of Directors of the Company (the "Board") by the Company's Articles of Incorporation, hereby create out of the Ten million (10,000,000) Shares authorized in the Articles of Incorporation a Series of the Preferred Stock consisting of two million (2,000,000) shares, \$0.0001 par value per share, to be designated "Series A - Super Voting Preferred Stock," and to that end the Board adopted a resolution providing for the designation, powers, preferences, and rights, and the qualifications, limitations and restrictions, of the Series A - Super Voting - Super Voting Preferred Stock, which resolution is as follows:

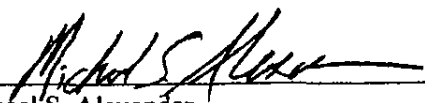
RESOLVED that pursuant to authority expressly conferred, granted and vested in the Board of Directors of the Company by the Company's Articles of Incorporation, that the following Certificate of Designation, Powers, Preferences, and Rights of the Series A - Super Voting - Super Voting Preferred Stock ("Certificate of Designation") be and is hereby authorized and approved, which Certificate of Designation shall be filed with the Florida Secretary of State in the form as follows:

1. **Designation and Amount.** Two Million (2,000,000) shares of the Preferred Stock of the Company, \$0.0001 par value per share, shall constitute a class of Preferred Stock designated as "Series A - Super Voting - Super Voting Preferred Stock" (the "Series A - Super Voting - Super Voting Preferred Stock") with a face value of \$0.0001 per share (the "Face Amount"). After the initial issuance of shares of Series A - Super Voting - Preferred Stock, no additional shares of Series A - Super Voting - Preferred Stock may be issued by the Company except as provided herein.
2. **Voting.** Holders of each Series A - Super Voting Preferred Stock shall have two hundred (200) times the number of votes on all matters submitted to the shareholders that each shareholder of the Corporation's Common Stock (rounded to the nearest whole number) is entitled to vote at each meeting of the shareholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. Holders of the Series A - Super Voting - Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class.

3. **Rank.** Except as specifically provided below, the Series A - Super Voting Preferred Stock shall, with respect to rights on redemption and rights on liquidation, winding up and dissolution, rank senior to (i) all classes of Common Stock, \$0.0001 par value per share, of the Company (the "Common Stock") and (ii) any class or series of capital stock of the Company hereafter created (unless, with the consent of the Holder(s) of Series A - Super Voting Preferred Stock).
4. **Dividends.** The holders of Series A - Super Voting Preferred Stock shall not be entitled to receive dividends paid on the Corporation's Common Stock.
5. **Liquidation Preference.** Upon the liquidation, dissolution and winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A - Super Voting Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation, whether from capital or from earnings available for distribution to its stockholders, an amount equal to or proportional to that sum available for distribution to common stock holders.
6. **Vote to Change the Terms of Series A - Super Voting Preferred Stock.**
The affirmative vote at a meeting duly called for such purpose, or the written consent without a meeting, of the holders of not less than fifty-one percent (51%) of the then outstanding shares of Series A Preferred Stock shall be required for any change to the Company's Articles of Incorporation that would amend, alter, change or repeal any of the preferences, limitations or relative rights of the Series A - Super Voting Preferred Stock.
7. **Protection Provisions.** So long as any shares of Series A - Super Voting Preferred Stock are outstanding, the Company shall not, without first obtaining the approval (by vote or written consent, as provided by the General Corporation Law of the State of Florida) of the Holders of at least a majority of the then outstanding shares of Series A - Super Voting Preferred Stock:
 - a. Alter or change the rights, preferences or privileges of the Series A - Super Voting Preferred Stock;
 - b. Alter or change the rights, preferences or privileges of any capital stock of the Company to affect adversely the Series A - Super Voting Preferred Stock;
 - c. Create any new class or series of capital stock having a preference over the Series A - Super Voting Preferred Stock as to distribution of assets upon liquidation, dissolution or winding up of the company;
 - d. Create any new class or series of capital stock ranking pari passu with the Series A - Super Voting Preferred Stock as to distribution of assets upon liquidation, dissolution or winding up of the company (as previously defined, "Pari Passu Securities");
 - e. Increase the authorized number of shares of Series A - Super Voting Preferred Stock;

8. **Merger, Consolidation, Etc.** If at any time or from time to time there shall be (i) a merger, or consolidation of the Company with or into another corporation, (ii) the sale of all or substantially all of the Company's capital stock or assets to any other person, (iii) any other form of business combination or reorganization in which the company shall not be the continuing or surviving entity of such business combination or reorganization, or (iv) any transaction or Series of transactions by the company in which in excess of 50 percent of the Company's voting power is transferred (each, a "Reorganization"), then as a part of such Reorganization, provision shall be made so that the holders of the Series A - Super Voting - Super Voting Preferred Stock shall thereafter be entitled to receive, the same kind and amount of stock or other securities or property (including cash) of the Company, or of the successor corporation resulting from such Reorganization, to which such holder would have been entitled immediately prior to the effective time of Such Reorganization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 8 to the end that the provisions of this Section 8 shall be applicable after that event in as nearly equivalent a manner as may be practicable.
9. **No Impairment.** The Company will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, 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 Company, but will at all times in good faith assist in the carrying out of all the provisions of this Certificate of Designation and in taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A Preferred Stock against impairment.
10. **Record Owner.** The Company may deem the person in whose name shares of Series A - Super Voting Super Voting Preferred Stock shall be registered upon the registry books of the Company to be, and may treat him as, the absolute owner of the Series A - Super Voting - Super Voting Preferred Stock for all purposes, and the Company shall not be affected by any notice to the contrary.
11. **Register.** The Company shall maintain a transfer agent, which may be the transfer agent for the Common Stock or the Company itself, for the registration of the Series A - Super Voting - Super Voting Preferred Stock. Upon any transfer of shares of Series A - Super Voting - Super Voting Preferred Stock in accordance with the provisions hereof, the Company shall register or cause the transfer agent to register such transfer on the Stock Register.

IN WITNESS WHEREOF, Michael S. Alexander, President, and Director of OTC HealthTech Group, Inc., under penalties of perjury, does hereby declare and certify that this is the act and deed of OTC HealthTech Group, Inc. and the facts stated herein are true and accordingly has signed this Certificate of Designation on February 16, 2018.



Michael S. Alexander
President and Director