

Division of Corporations

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**Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)617-6380

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BIOCANN SCIENCES CORP.**

Certificate of Status	0
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18 AUG - 7 PM 2:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAFILED  
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DIVISION OF CORPORATIONS  
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ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BIOCANN SCIENCES CORP.

FILED  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATIONS  
2018 AUG - 7 PM 03:00

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), BioCann Sciences Corp., a Florida corporation (the "Company"), hereby amends its Articles of Incorporation (the "Articles"), as follows:

1. Article II is hereby stricken in its entirety and replaced with the following:

Article II - Principal Address

The principal address of the Company is:

2300 NW Corporate Boulevard, St. 110

Boca Raton, Florida 33431

2. Article VI is hereby stricken in its entirety and replaced with the following:

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company shall be authorized to issue is 55,000,000 shares of capital stock, no par value, which shall be comprised of 50,000,000 shares of common stock and 5,000,000 shares of preferred stock. The Board of Directors shall have the power to issue the shares of preferred stock and to prescribe the classes, series and the number of each class or series of preferred stock and the voting powers.

designations, preferences, limitations, restrictions and relative rights of each class or series of preferred stock.

3. Article IX is hereby stricken in its entirety and replaced with the following:


**Articles IX - Affiliated Transactions and Control-share Provisions**

To the fullest extent permitted by the Florida Business Corporation Act (the "FBCA") the Company shall not be governed or subject to sections 607.0901 and 607.0902 of the FBCA.

4. This Amendment to the Articles was duly adopted in accordance with the provisions of the FBCA and were approved by the sole shareholder of the Company.

5. All other provisions of the Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment to the Articles this 17 day of July, 2018.

  
\_\_\_\_\_  
Scott Frohman  
Chief Executive Officer

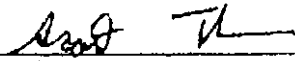
**CONSENT TO ACTION  
OF THE SOLE SHAREHOLDER OF  
BIOCANN SCIENCES CORP.**

The undersigned, being the sole shareholder of BioCann Sciences Corp., a Florida corporation (the "Company"), hereby consents and subscribes to the following acts and resolutions in lieu of holding a special meeting, pursuant to the provisions of Sections 607.1006, Florida Statutes:

RESOLVED, that the Articles of Amendment to the Company's Articles of Incorporation, in the form annexed hereto as Exhibit A, are hereby approved and the Company is authorized to execute and file the Articles of Amendment with the Florida Secretary of State.

DATE: July 17, 2018.

SHAREHOLDER:

  
\_\_\_\_\_  
Scott Prohman