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S. TALLENT
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ORGANIC GROWTH HOLDINGS INC.

***PLEASE PROVIDE
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May 10, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ORGANIC GROWTH HOLDINGS INC.
17038 WEST DIXIE HIGHWAY
SUITE 151
NORTH MIAMI BEACH, FL 33160

SUBJECT: ORGANIC GROWTH HOLDINGS INC.
REF: P18000043599

***PLEASE PROVIDE THE
ORIGINAL SUBMISSION
DATE OF 5/9/19***

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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.

Susan Tallent
Regulatory Specialist II

FAX And. #: H19000159329
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CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORGANIC GROWTH HOLDINGS INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Organic Growth Holdings Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "FBCA") of the State of Florida, Document Number P18000043599, hereby certifies that, pursuant to authority conferred upon the Board of Directors by the provisions of the Amended and Restated Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida on February 27, 2019 (the "Certificate of Incorporation"), which authorize the issuance of up to 10,000,000 shares of preferred stock, par value \$0.01 per share, of the Corporation ("Preferred Stock") in one or more series, and expressly authorizes the Board of Directors of the Corporation (the "Board"), subject to limitations prescribed by law, to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock, and, with respect to each such series, to fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, qualifications, restrictions and limitations of the shares of such series, the following resolution was duly adopted by the Board through unanimous written consent on May 9, 2019 pursuant to the provisions of Section 607.0602, Florida Statutes. The amendments approved by the following resolution were adopted by the Board without shareholder action and shareholder action was not required.

RESOLVED, that there is hereby designated a series of the Preferred Stock, consisting of 1,500,000 shares, which will be issued in a series entitled "Series A Redeemable Preferred Stock" (the "Series A Redeemable Preferred Stock") and that the designation, rights, preferences, powers, qualifications, restrictions and limitations of the shares of such Series A Redeemable Preferred Stock (the "Series A Terms"), in addition to those set forth in the Amended and Restated Articles of Incorporation of the Corporation, are as set forth in the attached Exhibit A.

IN WITNESS WHEREOF, the Corporation has caused this Articles of Amendment to be executed by its President and attested to by its Secretary on this 9th day of May, 2019.

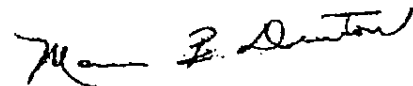
Organic Growth Holdings Inc.

By: 

Name: Robert Weinstein

Title: President

ATTEST:



By: _____

Maureen B. Denton, Secretary

2019 MAY -9 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

Exhibit A

DEFINITIONS

For purposes of the Series A Terms, the following terms shall have the meanings indicated:

"Board of Directors" means either the board of directors of the Corporation or any duly authorized committee of such board.

"Common Stock" means the Corporation's common stock, par value \$0.001 per share, and stock of any other class of securities in which such securities may hereafter be reclassified or changed.

"Junior Shares" means any other class or series of Preferred Stock of the Corporation, the terms of which do not expressly provide such class or series ranks senior to or on a parity with Series A Redeemable Preferred Stock as to dividend rights and any rights on liquidation, winding-up and dissolution of the Corporation, together with any warrants, rights, calls or options exercisable for or convertible into such Preferred Stock.

"Original Issue Price" of any share of Series A Redeemable Preferred Stock means the amount of consideration originally paid therefor by the original purchaser thereof from the Corporation; provided, however, that in the event the Corporation grants warrants or other similar securities in connection with the issuance of such Series A Redeemable Preferred Stock, the purchase price for such Series A Redeemable Preferred Stock and warrants or other securities shall be allocated entirely to such Series A Redeemable Preferred Stock for the purposes of this definition.

"Outstanding" means, when used with respect to shares of Series A Redeemable Preferred Stock, as of any date of determination, all shares of Series A Redeemable Preferred Stock outstanding as of such date; provided, however, that, in determining whether the holders of Series A Redeemable Preferred Stock have given any request, demand, authorization, direction, notice, consent or waiver or taken any other action hereunder, shares of Series A Redeemable Preferred Stock owned by the Corporation or its affiliates shall be deemed not to be Outstanding.

"Parity Shares" means any other class or series of Preferred Stock of the Corporation, the terms of which expressly provide that such class or series ranks on a parity with the Series A Redeemable Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation, together with any warrants, rights, calls or options exercisable for or convertible into such Preferred Stock.

"Person" means an individual, a corporation, a partnership, a limited liability company, an association, a trust or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

"Preferred Stock" means the Series A Redeemable Preferred Stock of the Corporation and any other series of preferred stock designated by the Board of Directors.

"Series A Redeemable Preferred Stock" means the Series A Redeemable Preferred Stock of the Corporation, \$0.01 par value per share.

Section 1. **Designation and Number.** A series of preferred stock, designated as Series A Redeemable Preferred Stock, is hereby established. The number of shares of Series A Redeemable Preferred Stock shall not exceed 1,500,000.

Section 2. **Dividends.** Holders of the Series A Redeemable Preferred Stock are not entitled to receive dividends.

Section 3. Liquidation Preference.

3.1 In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Redeemable Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock or other Junior Shares by reason of their ownership thereof, an amount per share for each outstanding share of Series A Redeemable Preferred Stock equal to the Original Issue Price, as adjusted for any combinations or splits with respect to such share. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Redeemable Preferred Stock and any Parity Shares shall be insufficient to permit the payment to such holders of the full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Redeemable Preferred Stock and any Parity Shares, in proportion to the product of the liquidation preference of each such share and the number of such shares owned by each such holder. In connection with any such liquidation, dissolution or winding up, each holder of Series A Redeemable Preferred Stock and any Parity Share shall have the option, in lieu of receiving any amounts to which such holder may be entitled pursuant to this Subsection 3.1, to convert any Series A Redeemable Preferred Stock held by such holder into Common Stock, upon which conversion such holder shall instead, be entitled to receive the amount distributable to a holder of Common Stock pursuant to Subsection 3.2.

3.2 Upon the completion of (i) the distribution required by Subsection 3.1 above, and (ii) any distribution required by Junior Shares having a liquidation preference to the shares of Common Stock, if assets remain in the Corporation, the entire remaining assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Common Stock in proportion to the shares of Common Stock then held by them.

3.3 For purposes of this Section 3, (i) any sale of at least 50% of the Corporation's fully diluted equity to a third party, (ii) any merger, consolidation or other form of corporate reorganization as a result of which more than 50% of the fully diluted equity of the surviving corporation is owned by parties who were not stockholders of the Corporation prior to such transaction or (iii) a sale of all or substantially all of the assets of the Corporation, shall, upon the election of the holders of a majority of the shares of Series A Redeemable Preferred Stock then outstanding, be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Preferred Stock and Common Stock to receive at the closing in cash, securities or other property (valued in good faith by the Board of Directors at the time of such liquidation) in amounts as specified in Subsections 3.1 and 3.2 above.

3.4 Whenever the distribution provided for in this Section 3 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors.

Section 4. Voting. The holders of Series A Redeemable Preferred Stock and the holders of Common Stock shall vote together as one class on all matters. Each share of Series A Redeemable Preferred Stock shall be entitled to one vote on all matters that are submitted to a vote of the shareholders.

Section 5. No Conversion Right. Except as provided under Section 3.1 in connection with a liquidation, dissolution or winding up of the Company, Series A Redeemable Preferred Stock is not convertible into other securities of the Company. The holders of the Series A Redeemable Preferred Stock do not have the option to voluntarily convert the shares of Series A Redeemable Preferred Stock to shares of Common Stock.

Section 6. Redemption

6.1 Redemption Price. The Series A Redeemable Preferred Stock shall be redeemed by the Company at a price of \$1.00 per share three (3) years from the date of issuance, although the Company shall have the right to redeem any or all of such share at any time and from time to time in its sole discretion.

6.2 Mandatory Redemption. In the event that the Company repays any principal of the 5% Unsecured Promissory Notes (the "Promissory Notes") issued pursuant to that certain Confidential Private Placement Memorandum dated as of May 3, 2019 before the three (3) year maturity time, it shall also redeem shares of Series A Redeemable Preferred Stock in an amount equal to 43% of the amount of the principal repaid to the holders of the Promissory Notes at such time.

6.3 Effect of Redemption. All shares of Series A Redeemable Preferred Stock which are redeemed shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the time of the redemption. Any shares of Series A Redeemable Preferred Stock so redeemed shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Redeemable Preferred Stock accordingly.

6.4 Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any redemption of shares of Series A Redeemable Preferred Stock pursuant to this Section 6.

Section 7. Amendment.

In addition to any other restrictions imposed by any other statute or agreement, no provision of the Series A Terms shall be amended except upon the affirmative vote of a majority of the shares of Series A Redeemable Preferred Stock then outstanding. Under the circumstances where no shares of Series A Redeemable Preferred Stock are outstanding, the majority of the Board of Directors shall have the right to amend the Series A Terms.

[End of Document]