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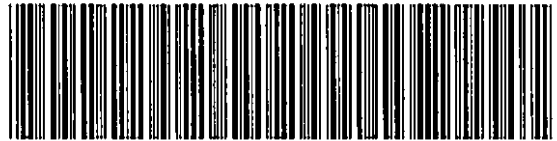
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May 18, 2018

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Bitvisory, Inc.

To Whom It May Concern:

Enclosed please find an original and two (2) copies of the articles of incorporation for Bitvisory, Inc., along with a check for \$87.50 for the filing fee, certified copy and certificate of status.

Should you have any questions or concerns, please contact me at 954-772-0121.

Thank you.



Christina Cheli, Esq.
Carpenter & Berger

Enclosures

ARTICLES OF INCORPORATION OF BITVISORY, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is Bitvisory, Inc. (the "Corporation").

ARTICLE II

The principal place of business and the mailing address of the Corporation is 601 21st Street, Suite 300, Vero Beach, Florida, 32960.

ARTICLE III

The purpose of the Corporation is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

ARTICLE IV

The Board of Directors shall initially consist of between two (2) and seven (7) members.

ARTICLE V

1. Authorized Capital.

1.1. Capital. This Corporation is authorized to issue multiple classes of stock. Initially, the Corporation shall issue two classes of stock to be designated "Common Stock" and "Class A Stock". The total number of shares of stock that the Corporation shall have authority to issue is 200,000 shares \$.0 par value per share.

1.2. Changes to Capital. An affirmative vote of the holders of a majority of the Class A Stock of the Corporation are expressly authorized, at any time, by adopting an amendment to these Articles Of Incorporation to: (i) establish in any one or more respects a designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications or terms and conditions of redemption for any new series or class of the Corporation's Stock, including, without limitation, the establishment of a class or series with preferences and other rights equal or superior to any existing series or class of Stock. (ii) to increase the number of share of stock in a designated series, and (iii) to increase the number of shares of stock that the Corporation shall have authority to issue.

2. Terms of the Common Stock.

2.1 Designation and Number. The shares of Common Stock shall initially consist of

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three series, to be designated “Series A Common Stock”, “Series B Common Stock” and “Series C Common Stock”. The Series A Common Stock, Series B Common Stock and the Series C Common Stock shall collectively be referred to as the “Common Stock”.

2.2 Increasing Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding plus the number of shares of Common Stock necessary to allow for the conversion or exercise of all convertible or exercisable securities of the Corporation then outstanding) by an affirmative vote of the holders of a majority of the Class A Stock of the Corporation.

2.3 Dividends. Subject to this Article V, dividends may be paid on the Common Stock as and when declared by the Board of Directors of the Corporation and the holders of the Common Stock shall participate ratably in, all dividends of the Corporation, whether paid in cash, property or stock of the Corporation, as may be from time to time declared thereon by the Board of Directors out of the assets or funds of the Corporation legally available therefor.

2.4. Ratable Treatment. Subject to this Article V, the Corporation shall not pay a dividend, make a distribution, or effect a stock split-up, combination, reorganization, reclassification or recapitalization, in each case, with respect to its outstanding shares of Common Stock, unless all of its outstanding shares of Common Stock participate on the same basis (except in the case of a reclassification or recapitalization) in such dividend, distribution, split-up, combination, reorganization, reclassification or recapitalization.

2.5 Fractional Shares. Fractional votes shall not be permitted and any fractional voting rights resulting with respect to any holder of Common Stock shall be rounded to the nearest whole number (with one-half rounded upward to one).

2.6 Transferability. No shareholder may sell, transfer assign, pledge, hypothecate or encumber all or any portion of Common Stock without the written consent of the Company. The Company will generally require any shareholder seeking its consent to provide an opinion of counsel (such opinion and counsel to be satisfactory to the Company) that the proposed transfer would not subject the Company to any adverse regulatory or tax requirements or result in the violation of any applicable law or regulation. The Company may withhold its consent in its sole and absolute discretion for any or no reason.

3. Terms of the Series C Common Stock

3.1. Voting Rights. Series C Common Stock is non-voting and is reserved for issuance by the Corporation pursuant to a stock grant or stock option plan for employees, key hires and advisors approved by a majority of the holders of Class A Stock (“Stock Plan”).

3.2. Reservation of Series C Common Stock Issuable Under Stock Plan. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Series C Common Stock, solely for the purpose of issuing Series C Common Stock pursuant to a Stock Plan, such number of its shares of Series C Common Stock as shall from time to time be sufficient to effect the issuance all Series C Common Stock pursuant to the Stock Plan, and if at

any time the number of authorized but unissued shares of Series C Common Stock shall not be sufficient to effect the issuance all Series C Common Stock pursuant to the Stock Plan, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Series C Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Articles of Incorporation.

3.3. Liquidation Rights. Subject to the rights of the holders of the Common Stock described in this Article V, Section 7 and any other prior and/or superior rights of such holders as provided by law, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of Common Stock.

4. Terms of the Series B Common Stock

4.1. Voting Rights. Series B Common Stock is non-voting and is reserved for issuance by the Corporation to effect the conversion of the Corporation's Convertible Promissory Notes.

4.2. Number of Series B Common Stock Issuable Upon Conversion. Each \$100,000 of principal of the Corporation's Convertible Promissory Notes then outstanding plus up to a maximum of three years accrued but unpaid interest thereon will be convertible into that number of shares of the Company's Series B Common Stock which equals 1% of the Company's Common Stock, adjusted for stock splits, stock dividends, recapitalizations and similar events (the "Conversion Shares").

4.3. Reservation of Series B Common Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Series B Common Stock, solely for the purpose of effecting the conversion of the Convertible Promissory Notes, such number of its shares of Series B Common Stock as shall from time to time be sufficient to effect the conversion of all Convertible Promissory Notes, and if at any time the number of authorized but unissued shares of Series B Common Stock shall not be sufficient to effect the conversion of all then outstanding Convertible Promissory Notes, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Series B Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Articles of Incorporation.

4.4. Anti-Dilution Protection. For a period of two (2) years from the date of issuance of Conversion Shares, the Company shall offer, sell, grant any option to purchase or offer, sell or grant any right to reprice its securities, or otherwise dispose of or issue (or announce any offer, sale, grant or any option to purchase or other disposition) any Common Stock or any securities of the Company which would entitle the holder thereof to acquire at any time Common Stock (hereinafter, "Common Stock Equivalents"), including without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time convertible into or exchangeable for or otherwise entitles the holder thereof to receive Common Stock, entitling any Person to acquire shares of Common Stock, (such issuances collectively, a "Dilutive Issuance"),

the holders of the Series B Common Stock shall be diluted by fifty percent (50%) of the dilution that such holders would otherwise be subject to if dilution was applied pro-rata amongst all holders of Common Stock. After two (2) years from the date of issuance of Conversion Shares, the holders of the Series B Common Stock shall be subject to dilution pro-rata amongst all holders of Common Stock in the event of a Dilutive Issuance.

4.5. Liquidation Rights. Subject to the rights of the holders of the Common Stock described in this Article V, Section 7 and any other prior and/or superior rights of such holders in the order of priority provided by law, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of Common Stock.

5. Terms of the Series A Common Stock

5.1. Voting Rights. Series A Common Stock is non-voting and is reserved for issuance by the Corporation to the holder of that certain Promissory Note of the Corporation to Bitvisory Holdings, LLC dated May 7, 2018, as such may be amended, modified, or supplemented from time to time plus any accrued but unpaid interest thereon.

5.2. Liquidation Rights. Subject to the rights of the holders of the Common Stock described in this Article V, Section 7 and any other prior and/or superior rights of such holders, in the order of priority provided by law, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of Common Stock.

6. Terms of Class A Stock.

6.1. Voting Rights. The holders of the Class A Stock shall be entitled to one vote for each share of Class A Stock held. Except as required by law, or as otherwise set forth herein, the affirmative vote or consent of a simple majority the holders of Class A Stock shall be necessary and sufficient to decide an issue.

6.2. Election of Director. The holders of the Class A Stock shall vote as a class to elect the members of the Board of Directors.

6.3. Liquidation Rights. The holders of Class A Stock shall have no economic interest in the Company and shall have no liquidation rights.

7. Liquidation, Dissolution or Winding Up.

7.1. Upon the voluntary or involuntary dissolution, liquidation or winding up (each, a "Liquidation") of the Corporation, the holders of the shares of the Series B Common Stock and Series A Common Stock shall be entitled to receive and to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or distribution shall be made on any other Common Stock the applicable Series B Liquidation Preference and Series A Liquidation Preference (as those terms are defined below).

7.2. The “Series B Liquidation Preference” shall mean an amount equal to the sum of principal of the Corporation’s Convertible Promissory Notes, that has been converted to Series B Common Stock. The holders of Series B Common Stock shall be entitled to receive the Series B Liquidation Preference from the proceeds of a Liquidation event as provided in Section 7.4 below, before any other distribution is made to the shareholders.

7.3. The “Series A Liquidation Preference” shall mean an amount equal to the sum of the then outstanding and unpaid principal of that certain Promissory Note of the Corporation to Bitvisory Holdings, LLC dated May 7, 2018, as such may be amended, modified or supplemented plus any accrued but unpaid interest thereon. The holders of Series A Common Stock shall be entitled to receive the Series A Liquidation Preference from the proceeds of a Liquidation event as provided in Section 7.4 below, before any other distribution is made to the shareholders.

7.4. The Series A Liquidation Preference and the Series B Liquidation Preference will be paid *pari passu*. If upon a Liquidation the assets and funds thus distributed among the holders of the Series A Liquidation Preference and the Series B Liquidation shall be insufficient to permit the payment to such holders of the full Series A Liquidation Preference and the Series B Liquidation Preference, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Liquidation Preference and the Series B Liquidation in proportion to the amount each such holder is otherwise entitled to receive.

7.5. After payment of Series A Liquidation Preference and the Series B Liquidation Preference as provided for in Section 7.4 above, the holders of the Series C Common Stock shall receive, catch-up distributions as follows:

7.5.1. The remaining assets and funds of the Corporation, legally available for distribution, will be allocated entirely to the holders of the Series C Common Stock until the distributions to the holders of Series C Common Stock and the distributions to the holders of the Series B Common Stock, results in a ratio of distributions that is equal to the pro-rata ownership between the holders of the Series B Common Stock and the holders of the Series C Common Stock.

7.6 After payment of Series A Liquidation Preference and the Series B Liquidation Preference as provided for in Section 7.4 above and the catch-up distributions to holders of Series C Common Stock as provided for in Section 7.5 above shall receive, and any other prior and/or superior rights of such holders as provided by law, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of Common Stock.

8. No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, 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 Corporation, but will at all times in good faith assist in the carrying out of all the provisions of Article V and in the taking of all

such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Convertible Promissory Notes against impairment.

9. Fractional Shares. No fractional shares of Common Stock shall be issued upon the conversion of any share or shares of Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of the Convertible Promissory Notes by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in, the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion as determined in good faith by the Board of Directors.

10. Notices. Any notice required to be given to the holders of shares of the Common Stock, shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

11. Amendments and Waivers. Except as set forth herein, any amendment, waiver or action required or permitted under this Article V shall become effective and binding if the same is approved by the vote or written consent of the holders of a majority of the Series B Common Stock then outstanding.

ARTICLE VI

The name and Florida Street address of the registered agent is Jonathan K. Wesley Sr., 578 Cross Creek Circle, Sebastian, FL 32958.

IN WITNESS WHEREOF, the corporation has caused these Articles of incorporation to be signed by Jonathan K. Wesley Sr., the incorporator, on May 16, 2018.

BITVISORY, INC.

By: Jonathan K. Wesley Sr.
Name: Jonathan K. Wesley, Sr.

Title: Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jonathan K. Wesley Sr.
Jonathan K. Wesley, Sr.
Registered Agent