

PM 000022426

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MASTERS RESOURCE TRADING CORP.**

Certificate of Status	0
Certified Copy	1
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MAR 27 2019

S. YOUNG

Electronic Filing Menu

Corporate Filing Menu

Help

Articles of Amendment
to
Articles of Incorporation
of

MASTERS RESOURCE TRADING CORP.

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

P19000022426

(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: _____, Florida _____
(City) (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

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:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
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			_____

E. If amending or adding additional Articles, enter change(s) here:*(Attach additional sheets, if necessary). (Be specific)*

• SEE ATTACHED ARTICLES OF AMENDMENT •

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:*(if not applicable, indicate N/A)*

• SEE ATTACHED ARTICLES OF AMENDMENT WITH CERTIFICATE OF DESIGNATION OF
SERIES A CONVERTIBLE PREFERRED STOCK •

The date of each amendment(s) adoption: MARCH 25, 2019 if other than the date this document was signed.

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):

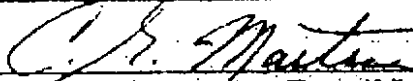
"The number of votes cast for the amendment(s) was/were sufficient for approval

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.

Dated MARCH 25, 2019

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)

CHARLES G. MASTERS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF MASTERS RESOURCE TRADING CORP.**

**CERTIFICATE OF DESIGNATION OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
MASTERS RESOURCE TRADING CORP.**

Pursuant to Section 607.0602 of the Florida Business Corporation Act (the "**Act**"), Masters Resource Trading Corp., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby submit the following.

Background Information

The Corporation's Articles of Incorporation (the "**Articles of Incorporation**") authorizes the issuance of up to Five Million (5,000,000) shares of preferred stock, no par value, 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 series of Preferred Stock, and, with respect to each such series, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series. The Board, by separate written action, has provided for the issue of a series of Preferred Stock and by the Corporation filing this this Certificate of Designation (the "**Certificate of Designation**") establish, fix, state and express the designation, rights, preferences, powers, restrictions and limitations of such series of Preferred Stock as follows.

Operative Provisions

1. **Designation.** There shall be a series of Preferred Stock that shall be designated as "Series A Convertible Preferred Stock" (the "**Series A Preferred Stock**") and the number of Shares constituting such series shall be Five Hundred Thousand (500,000). The rights, preferences, powers, restrictions and limitations of the Series A Preferred Stock shall be as set forth herein.

2. **Defined Terms.** For purposes hereof, the following terms shall have the following meanings:

"**Board**" has the meaning set forth in the Background Information.

"**Certificate of Designation**" has the meaning set forth in the Background Information.

"**Articles of Incorporation**" has the meaning set forth in the Background Information.

"**Common Stock**" means the common stock, par value \$0.001 per share, of the Corporation.

"**Corporation**" has the meaning set forth in the Preamble.

"**Junior Securities**" means, collectively, the Common Stock and any other class of securities that is specifically designated as junior to the Series A Preferred Stock.

"**Majority-in Interest**" means the prior written consent of holders of not less than fifty one percent (51%) of the then total outstanding shares of voting capital stock (whether preferred or common) with the holders of Series A Preferred Stock having One Hundred (100) votes for each Share outstanding.

"**Preferred Stock**" has the meaning set forth in the Background Information.

"**Securities Act**" means the Securities Act of 1933, as amended, or any successor federal statute, and the rules and regulations thereunder, which shall be in effect at the time.

"**Series A Preferred Stock**" has the meaning set forth in Section 1.

"**Share**" means a share of Series A Preferred Stock.

3. **Rank.** With respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all Shares of the Series A Preferred Stock shall rank *pari passu with* all Junior Securities.

4. **Voting.** Each holder of outstanding Shares of Series A Preferred Stock shall be entitled to One Hundred (100) votes for each outstanding share of Series A Preferred Stock.

5. **Reissuance of Series A Preferred Stock.** Any Shares of Series A Preferred Stock redeemed, converted or otherwise acquired by the Corporation or any Subsidiary shall be cancelled and retired as authorized and issued shares of capital stock of the Corporation and may be reissued as determined by the Board from time to time.

6. **Notices.** Except as otherwise provided herein, all notices, requests, consents, claims, demands, waivers and other communications hereunder shall be in

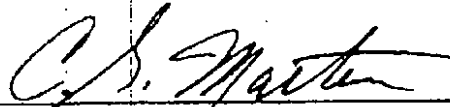
writing and shall be deemed to have been given: (a) when delivered by hand (with written confirmation of receipt); (b) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested); (c) on the date sent by facsimile or e-mail of a PDF document (with confirmation of transmission) if sent during normal business hours of the recipient, and on the next business day if sent after normal business hours of the recipient; or (d) on the third day after the date mailed, by certified or registered mail, return receipt requested, postage prepaid. Such communications must be sent (a) to the Corporation, at its principal executive offices and (b) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (or at such other address for a stockholder as shall be specified in a notice given in accordance with this **Section 5**).

7. Amendment and Waiver. No provision of this Certificate of Designation may be amended, modified or waived except by an instrument in writing executed by the Corporation and a Majority in Interest and any such written amendment, modification or waiver will be binding upon the Corporation and each holder of Series A Preferred Stock; *provided*, that no such action shall change **Section 3** (voting rights) without the prior written consent of each holder of outstanding Shares of Series A Preferred Stock; *provided, further*, that no amendment, modification or waiver of the terms or relative priorities of the Series A Preferred Stock may be accomplished by the merger, consolidation or other transaction of the Corporation with another corporation or entity unless the Corporation has obtained the prior written consent of the holders of Series A Preferred Stock in accordance with this **Section 6**.

[SIGNATURE PAGE FOLLOWS]

This Certificate of Designation is executed on behalf of the Corporation by its President on March 25, 2019.

Masters Resource Trading Corp.

A handwritten signature in cursive script, appearing to read "C.G. Masters", is written over a horizontal line.

By: Charles G. Masters
Its: President