

## Division of Corporations

**P19000030921**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
UNIVERSAL BIOCARBON INC.**

Certificate of Status	0
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**SECOND AMENDMENT  
 TO  
 ARTICLES OF INCORPORATION  
 OF  
 UNIVERSAL BIOCARBON, INC.**

1. The name of the corporation is Universal BioCarbon Inc. (the "Corporation") and was incorporated on April 4, 2019 under document number P19000030921.

2. Article IV of the Articles of Incorporation is amended in its entirety to read:

The authorized capital stock of the Corporation will consist of 150,000,000 Shares of Common Stock having no par value of which 57,000,000 Shares are Series A Common Stock, 21,500,000 Shares are Series B Common Stock, 21,500,000 Shares are Series C Common Stock and 50,000,000 Shares of Series D Common Stock. The holders of the Series A Common Stock are entitled to elect up to 4 Directors; the Holders of the Series B of Common Stock are entitled to elect 1 Director; the Holders of the Series C Common Stock are entitled to elect 1 Director; and the Holders of the Series D Common Stock are entitled to elect 1 Director. In all other respects, the Series A Common Stock, the Series B Common Stock, the Series C Common Stock and the Series D Common stock have the same rights and privileges.

3. The foregoing amendment was unanimously adopted by the Directors pursuant to the written consent of the Board of Directors on June 21, 2019.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has signed this First Amendment to the Articles of Incorporation on August 13, 2019.

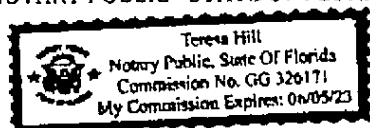
  
 Michael Milicevic, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on August 13, 2019 by Michael Milicevic, as President of Universal BioCarbon Inc., a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of notarization.

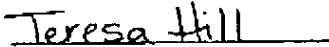
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