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SECRETARY OF STATE
TALLAHASSEE, FL

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N CULLICOTT

MAR 03 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Panamerican Hemp Corp.

Signature _____

Requested by: Seth

03/05/20

Name _____

Date _____

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ARTICLES OF INCORPORATION
OF
PANAMERICAN HEMP CORP.

SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned Incorporator, desiring to form a corporation under the provisions and subject to the requirements of the Florida Business Corporation Act of the State of Florida ("FL-Act"), hereby certifies as follows:

ARTICLE I
NAME

SECTION 1.1. Name. The name of the corporation ("Corporation") is PANAMERICAN HEMP CORP.

ARTICLE II
REGISTERED AGENT

SECTION 2.1. Registered Agent. The address of the Corporation's registered office in the State of Florida shall be: Law Office of Carlos A. Romero, Jr., P.A., 804 South Douglas Road, Suite 365, Coral Gables, FL 33134. The name of the Corporation's registered agent at such address is Law Office of Carlos A. Romero, Jr. P.A.

ARTICLE III
PURPOSE

SECTION 3.1. Purpose. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FL-ACT, as it currently exists and as it is or might be amended subsequently in the future from time to time.

ARTICLE IV
CAPITALIZATION

SECTION 4.1. Number of Shares.

(A) The total number of shares of stock that the Corporation shall have authority to issue is Nine Hundred Million (900,000,000) shares of stock, classified as:

(1) Seven Hundred Million (700,000,000) shares of common stock, par value \$0.00001 per share ("*Common Stock*"); and

(2) Two Hundred Million (200,000,000) shares of preferred stock, par value \$0.00001 per share ("*Preferred Stock*").

(B) The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the

affirmative vote of the holders of a majority in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon, and, to the extent not otherwise prohibited by FL-Act, no vote of the holders of either Common Stock or Preferred Stock voting separately as a class shall be required.

(C) For purposes of this Articles of Incorporation, beneficial ownership of shares shall be determined in accordance with Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended.

(D) Ownership of any share of stock is subject to the terms of the Articles of Incorporation, bylaws, and FL-Act.

SECTION 4.2. Provisions Relating to Preferred Stock.

(A) Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such designations and powers, preferences, privileges and rights, and qualifications, limitations and restrictions thereof, as are stated and expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereafter prescribed (a "*Preferred Stock Designation*").

(B) Subject to any limitations prescribed by law and the rights of any series of the Preferred Stock then outstanding, if any, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of Preferred Stock from time to time in one or more series, and with respect to each series of Preferred Stock, to fix and state by the Preferred Stock Designation the designations and the powers, preferences, privileges and rights, and qualifications, limitations and restrictions relating to each series of Preferred Stock, including, but not limited to, the following:

(1) whether or not the series is to have voting rights, full, special or limited, or is to be without voting rights, and whether or not such series is to be entitled to vote as a separate series either alone or together with the holders of one or more other classes or series of stock;

(2) the number of shares to constitute the series and the designation thereof;

(3) restrictions on the issuance of shares of the same series or of any other class or series;

(4) whether or not the shares of any series shall be redeemable at the option of the Corporation or the holders thereof or upon the happening of any specified event, and, if redeemable, the redemption price or prices (which may be payable or issuable in the form of cash, notes, securities or other property), and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(5) whether or not the shares of a series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds are to be established, the annual amount thereof, and the terms and provisions relative to the operation thereof;

(6) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(7) the preferences, if any, and the amounts thereof that the holders of any series thereof shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation;

(8) whether or not the shares of any series, at the option of the Corporation or the holder thereof or upon the happening of any specified event, shall be convertible into or exchangeable or redeemable for, the shares of any other class or classes or of any other series of the same or any other class or classes or series of stock, securities or other property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange or redemption may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(9) such other powers, preferences, privileges and rights, and qualifications, limitations and restrictions with respect to any series as may to the Board of Directors seem advisable.

(C) The shares of each series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects.

SECTION 4.3. Provisions Relating to Common Stock.

(A) Each share of Common Stock shall have identical rights and privileges in every respect. The holders of shares of Common Stock shall be entitled to one vote for each such share on all matters upon which the stockholders are entitled to vote, the holders of shares of Common Stock shall have the exclusive right to vote for the election of directors and on all other matters upon which the stockholders are entitled to vote, and the holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of stockholders, other than as provided in the applicable Preferred Stock Designation. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation (as in effect at the time in question) and applicable law on all matters put to a vote of the stockholders of the Corporation. The holders of Common Stock shall vote together as a single class on all matters (or, if any holders of Preferred Stock are entitled to vote together with the holders of Common Stock, the holders of Common Stock and the Preferred Stock shall vote together as a single class).

(B) Notwithstanding the foregoing, except as otherwise required by applicable law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Articles of Incorporation (including any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to any Preferred Stock Designation or pursuant to the FL-ACT.

(C) In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of Preferred Stock or any series thereof, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them. A dissolution, liquidation or winding-up of the Corporation, as such terms are used in this paragraph (C), shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange or conveyance of all or a part of the assets of the Corporation.

SECTION 4.4. Preemptive Rights. No stockholder shall, by reason of the holding of shares of any class or series of capital stock of the Corporation, have any preemptive or preferential right to acquire or subscribe for any shares or securities of any class or series, whether now or hereafter authorized, that may at any time be issued, sold or offered for sale by the Corporation, unless specifically provided for in a Preferred Stock Designation.

ARTICLE V DIRECTORS

SECTION 5.1. Term.

(A) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Articles of Incorporation or the bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

(B) The directors shall consist of a single class, with the initial term of office to expire at the first called annual meeting of stockholders, and each director shall hold office until his successor shall have been duly elected and qualified, subject, however, to such director's earlier death, resignation, disqualification or removal. At each annual meeting of stockholders, directors elected to succeed those directors whose terms then expire shall be elected for a term of office to expire at the next succeeding annual meeting of stockholders after their election, with each director to hold office until his successor shall have been duly elected and qualified, subject, however, to such director's earlier death, resignation, disqualification or removal.

SECTION 5.2. Vacancies. Any newly created directorship that results from an increase in the number of directors or any vacancy on the Board of Directors that results from the death, resignation, disqualification or removal of any director or from any other cause shall, unless

otherwise required by law or by resolution of the Board of Directors, be filled by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director, or the affirmative vote of the holders of a majority of the voting power of the outstanding shares of stock of the Corporation entitled to vote generally for the election of directors, voting together as a single class and acting at a meeting of the stockholders or by written consent (if permitted) in accordance with the FL-ACT, this Articles of Incorporation and the bylaws of the Corporation. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall hold office for the remaining term of his predecessor. No decrease in the number of authorized directors constituting the Board of Directors shall shorten the term of any incumbent director.

SECTION 5.3. Removal. Subject to the rights of the holders of shares of any series of Preferred Stock, if any, to elect additional directors pursuant to this Articles of Incorporation (including any Preferred Stock Designation thereunder), any director may be removed only for cause, upon the affirmative vote of the holders of at least 66-2/3% of the voting power of the outstanding shares of stock of the Corporation entitled to vote generally for the election of directors, voting together as a single class and acting at a meeting of the stockholders or by written consent (if permitted) in accordance with the FL-ACT, this Articles of Incorporation and the bylaws of the Corporation. Except as applicable law otherwise provides, cause for the removal of a director shall be deemed to exist only if the director whose removal is proposed: (1) has been convicted of a felony by a court of competent jurisdiction and that conviction is no longer subject to direct appeal; (2) has been found to have been grossly negligent in the performance of his duties to the Corporation in any matter of substantial importance to the Corporation by a court of competent jurisdiction; or (3) has been adjudicated by a court of competent jurisdiction to be mentally incompetent, which mental incompetency directly affects his ability to serve as a director of the Corporation.

SECTION 5.4. Number. The number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by the affirmative vote of a majority of the Whole Board of Directors. Unless and except to the extent that the bylaws of the Corporation so provide, the election of directors need not be by written ballot. For purposes of this Articles of Incorporation, the term "**Whole Board**" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

ARTICLE VI STOCKHOLDER ACTION

SECTION 6.1. Written Consent. Any action required or permitted to be taken at any annual meeting or special meeting of the stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote of stockholders, if a consent or consents in writing, setting forth the action so taken, is or are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE VII SPECIAL MEETINGS

SECTION 7.1. Special Meeting. Special meeting of stockholders of the Corporation may be called only by (a) the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the Whole Board or (b) the Secretary of the Corporation at the request of the holders of record of a majority of the outstanding shares of Common Stock. The Board of Directors may postpone, reschedule or cancel any special meeting of the stockholders previously scheduled by the Board of Directors.

ARTICLE VIII BYLAWS

SECTION 8.1. Bylaws. In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation. Any adoption, amendment or repeal of the bylaws of the Corporation by the Board of Directors shall require the approval of only a majority of the Whole Board without approval from any Stockholders. Stockholders shall also have the power to adopt, amend or repeal the bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Articles of Incorporation, the bylaws of the Corporation the bylaws may be adopted, altered, amended or repealed by the affirmative vote of holders of not less than 66-2/3% in voting power of the outstanding shares of stock entitled to vote thereon, voting together as a single class. No bylaws hereafter made or adopted, nor any repeal of or amendment thereto, shall invalidate any prior act of the Board of Directors that was valid at the time it was taken.

ARTICLE IX LIMITATION OF DIRECTOR LIABILITY

SECTION 9.1. Limitation of Director Liability. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the FL-ACT as it exists on the date of filing of the Articles of Incorporation. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the preceding sentence, a director of the Corporation shall not be liable to the fullest extent permitted by any amendment to the FL-ACT hereafter enacted that further limits the liability of a director. Any amendment, repeal or modification of this Article IX titled "Limitation of Director Liability" shall be prospective only and shall not affect any limitation on liability of a director for acts or omissions occurring prior to the date of such amendment, repeal or modification.

ARTICLE X
AFFILIATED TRANSACTIONS WITH INTERESTED STOCKHOLDERS

SECTION 10.1. Affiliated Transaction. The Corporation elects not to be governed by section 607.0901 titled "Affiliated transactions" (or successor) of the FL-Act as it relates to and deals with affiliated transactions.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 11.1. Amendment.

(A) The Corporation shall have the right, subject to any express provisions or restrictions contained in this Articles of Incorporation, from time to time, to amend this Articles of Incorporation or any provision hereof in any manner now or hereafter provided by applicable law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Articles of Incorporation or any amendment hereof are subject to such right of the Corporation.

(B) Notwithstanding any other provision of this Articles of Incorporation or the bylaws of the Corporation, the affirmative vote of the holders of at least 66-2/3% in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to amend, alter or repeal any provision of this Articles of Incorporation; provided, however, that the amendment, alteration or repeal of Section 4.1 titled "Number of Shares" shall only require the affirmative vote of the holders of a majority in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon, voting together as a single class.

ARTICLE XII
FORUM SELECTION

SECTION 12.1. Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the state courts of the State of Florida shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum and jurisdiction for any stockholder (including a beneficial owner) to bring (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action asserting a claim against the Corporation, its directors, officers or employees or agents arising pursuant to any provision of the FL-ACT, this Articles of Incorporation or bylaws of the Corporation, or (D) any action asserting a claim against the Corporation, its directors, officers or employees or agents governed by the internal affairs doctrine, except as to each of (A) through (D) above, for any claim as to which the state courts of the State

of Florida determines that there is an indispensable party not subject to the jurisdiction of the state courts of the State of Florida (and the indispensable party does not consent to the personal jurisdiction of the state courts of the State of Florida within ten days following such determination), that is vested in the exclusive jurisdiction of a court or forum other than the state courts of the State of Florida, or over which the state courts of the State of Florida does not have subject matter jurisdiction. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XII titled "Forum Selection" and further agreed to submit himself personally to the exclusive jurisdiction and forum in the state courts of the State of Florida and not to seek forum or jurisdiction elsewhere or defeat the exclusive jurisdiction and forum in the state courts of the State of Florida.

If any provision or provisions of this Article XII titled "Forum Selection" shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XII titled "Forum Selection" (including, without limitation, each portion of any sentence of this Article XII titled "Forum Selection" containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

SECTION 12.2. Stockholder Consent to Personal Jurisdiction. To the fullest extent permitted by law, if any action the subject matter of which is within the scope of Section 12.1 titled "Exclusive Forum" above is filed in a court other than a court located within the state courts of the State of Florida (a "**Foreign Action**") in the name of any stockholder, such stockholder shall be deemed to have consented to (A) the personal submission to the exclusive jurisdiction of the state courts located within the State of Florida in connection with any action brought in any such court to enforce Section 12.1 titled "Exclusive Forum" above (an "**FSC Enforcement Action**") and (B) having service of process made upon such stockholder in any such FSC Enforcement Action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder.

**ARTICLE XIII
INCORPORATOR**

SECTION 13.1 Incorporator. The name and address of the Incorporator of the Corporation are as follows:


Name: Tomas Gonzalez Anleo

Mailing Address: c/o Post & Romero LLC
804 South Douglas Road
Suite 365
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned has executed this Articles of Incorporation as of this 2 day of April, 2020.

INCORPORATOR:

By:


Tomas Gonzalez Anleo

C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted. First – that
PANAMERICAN HEMP CORP. desiring to organize under the laws of the State of
Florida with its principal office at c/o Post & Romero LLC, 804 South Douglas Road,
Suite 365, Coral Gables, FL 33134, has named **LAW OFFICE OF CARLOS A.
ROMERO, JR., P.A.**, located at c/o Post & Romero LLC, 804 South Douglas Road,
Suite 365, Coral Gables, FL 33134, as its agent to accept service of process within
this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said act relative to keeping open
said office. The registered agent is familiar with, and accepts, the obligations provided
under the Florida Business Corporation Act.

Registered Agent:

LAW OFFICE OF CARLOS A. ROMERO, JR., P.A.

By: 

Carlos A. Romero, Jr.
Its President

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