

P970000 76929

(Requestor's Name)

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(City/State/Zip/Phone #)

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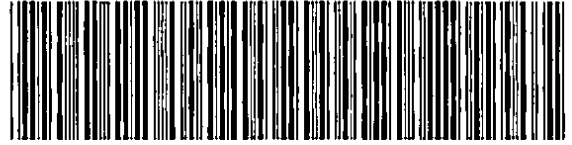
(Business Entity Name)

(Document Number)

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19 FEB 20 PM 6:16
TALLAHASSEE, FLORIDA

FEB 25 2019
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VIA COURIER

February 19, 2019

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Acology, Inc.
Document No.: P97000076929

Ladies and Gentlemen:

Enclosed for filing are articles of amendment of the articles of incorporation of Acology, Inc., whereby that corporation amends Article IV of its articles of incorporation.

Please return the filed amendment and one certified copy to:

Curtis Fairbrother
Chief Executive Officer
Medtainer, Inc.
1620 Commerce St.
Corona, CA. 92880

E-Mail: curt0228@gmail.com

For questions relating to this filing or for further information concerning this matter, please call me at (248) 232-8039.

Enclosed are (i) a check for \$43.75 made payable to the Florida Department of State in payment of the filing fee and a certified copy and (ii) an additional copy of the amendment.

Very truly yours,



Enclosures: Check for \$43.75
Additional copy of amendment

Preferred Stock

The preferred stock may be issued in one or more series. The board of directors may determine, in whole or part, the preferences, limitations, and relative rights (within the limits set forth in section 607.0601 of the Florida Business Corporation Act) of each such series in the manner provided by the Florida Business Corporation Act. Such preferences, limitations, and relative rights may include, without limitation:

- a. the annual rate of dividends payable and the date from which such dividends shall accrue;
 - b. the amount payable upon a redemption and the manner in which shares may be redeemed;
 - c. the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation;
 - d. the provisions of any sinking fund;
 - e. the terms and rates of conversion or exchange, if the shares of such series are convertible or exchangeable; and
 - f. the voting rights, if any, of the individual shares of such series and of such series as a whole.
3. The amendment was adopted by the shareholders in accordance with the provisions of §607.1003 of the Florida Business Corporation Act on February 18, 2019. The number of votes cast for the amendment by the shareholders was sufficient for approval.
4. The amendment shall be effective upon filing.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed this 19th day of February 2019.

MEDTAINER, INC.

By: 

Curtis Fairbrother
Chief Executive Officer

FILED
19 FEB 20 PM 6:16
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MEDTAINER, INC.

MEDTAINER, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is **MEDTAINER, INC.** and its Document Number is P97000076929.
2. Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, Article IV of the Articles of Incorporation is amended to read as follows:

ARTICLE IV
Capital Stock

Until 5:00 p.m. local time in Tallahassee, Florida, on March 22, 2019 (the "Effective Time"), the Corporation is authorized to issue six billion (6,000,000,000) shares of common stock, par value \$0.00001 per share, and ten million (10,000,000) shares of preferred stock, without par value; and after the Effective Time, the Corporation shall be authorized to issue one hundred million (100,000,000) shares of common stock, par value \$0.00001 per share, and ten million (10,000,000) shares of preferred stock, without par value.

Common Stock

Each share of issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

At the Effective Time, each one hundred (100) shares of the Corporation's common stock issued and outstanding immediately prior to the Effective Time shall be combined into one (1) validly issued, fully paid and non-assessable share of common stock, par value \$0.00001 per share, without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"). Any fractional share to which a shareholder may be entitled by virtue of the Reverse Stock Split shall be rounded up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of common stock (an "Old Certificate"), shall thereafter represent the number of shares of common stock into which the shares of common stock represented by the Old Certificate shall have been combined at the Effective Time, subject to the rounding up of fractional shares as described above.

MEDTAINER, INC.

Unanimous Consent of Directors to Amendment of Articles of Incorporation

THE UNDERSIGNED, being all of the directors of **MEDTAINER, INC.**, a Florida corporation, hereby adopts the following resolutions:

RESOLVED, that Article IV of the Articles of Incorporation be amended to read as follows:

ARTICLE IV
Capital Stock

Until 5:00 p.m. local time in Tallahassee, Florida, on March 22, 2019 (the "Effective Time"), the Corporation is authorized to issue six billion (6,000,000,000) shares of common stock, par value \$0.00001 per share, and ten million (10,000,000) shares of preferred stock, without par value; and after the Effective Time, the Corporation shall be authorized to issue one hundred million (100,000,000) shares of common stock, par value \$0.00001 per share, and ten million (10,000,000) shares of preferred stock, without par value.

Common Stock

Each share of issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

At the Effective Time, each one hundred (100) shares of the Corporation's common stock issued and outstanding immediately prior to the Effective Time shall be combined into one (1) validly issued, fully paid and non-assessable share of common stock, par value \$0.00001 per share, without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"). Any fractional share to which a shareholder may be entitled by virtue of the Reverse Stock Split shall be rounded up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of common stock (an "Old Certificate"), shall thereafter represent the number of shares of common stock into which the shares of common stock represented by the Old Certificate shall have been combined at the Effective Time, subject to the rounding up of fractional shares as described above.

Preferred Stock

The preferred stock may be issued in one or more series. The board of directors may determine, in whole or part, the preferences, limitations, and relative rights (within the limits set forth in section 607.0601 of the Florida Business Corporation Act) of each such series in the manner provided by the Florida Business Corporation Act. Such preferences, limitations, and relative rights may include, without limitation:

- a. the annual rate of dividends payable and the date from which such dividends shall accrue;
- b. the amount payable upon a redemption and the manner in which shares may be redeemed;

- c. the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation;
- d. the provisions of any sinking fund;
- e. the terms and rates of conversion or exchange, if the shares of such series are convertible or exchangeable; and
- f. the voting rights, if any, of the individual shares of such series and of such series as a whole.

and

FURTHER RESOLVED, that the board of directors recommend, as hereby recommends, said amendment to the shareholders.

IN WITNESS WHEREOF, the undersigned have signed this Unanimous Consent of Directors this nineteenth day of February 2019.

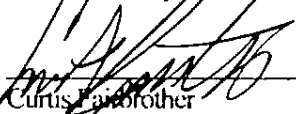

Curtis Fairbrother

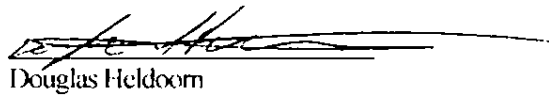

Douglas Heldoorn

Consent of Shareholders

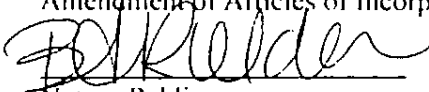
THE UNDERSIGNED, having not less than the minimum number of votes of the common stock of **MEDTAINER, INC.**, a Florida corporation (which is the sole voting group of the Corporation's outstanding capital stock) necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted, hereby adopt and approve the resolution set forth in the above Unanimous Consent of Directors to Amendment of Articles of Incorporation, which was this day adopted and recommended to the shareholders by the unanimous consent of the directors.

IN WITNESS WHEREOF, the undersigned have signed this Consent of Shareholders this nineteenth day of February 2019.


Curtis Fairbrother


Douglas Heldoorn

On this nineteenth day of February 2019, before me came Curtis Fairbrother, who, having first been identified by me and duly sworn, signed the above Unanimous Consent of Directors to Amendment of Articles of Incorporation and Consent of Shareholders in my presence.


Notary Public

see attached jurat

On this nineteenth day of February 2019, before me came Douglas Heldoorn, who, having first been identified by me and duly sworn, signed the above Unanimous Consent of Directors to Amendment of Articles of Incorporation and Consent of Shareholders in my presence.


Notary Public

see attached jurat .

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Riverside

Subscribed and sworn to (or affirmed) before me on this 19th
day of February, 2019, by _____
Curtis Fairbrother and Douglas Heldoorn

proved to me on the basis of satisfactory evidence to be the
person who appeared before me.



Signature B.A. Roldan