

P99000022237

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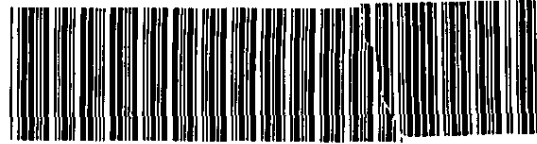
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AUG 25 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KYTO BIOPHARMA INC.

DOCUMENT NUMBER: P99000022237

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Georges Benarroch

Name of Contact Person

Comindus Finance Corp.

Firm/ Company

500 Australian Ave. S. Suite 600

Address

West Palm Beach FL 33401

City/ State and Zip Code

ag@comindusfinance.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann Glover

Name of Contact Person

at (416) 884-8807

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☒ \$43.75 Filing Fee &
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(Additional copy is
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Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KYTO BIOPHARMA, INC.

14 AUG 19 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number: P99000022237

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Pursuant to Florida Statute Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation and does certify as follows:

1. The name of the corporation is: KYTO BIOPHARMA, INC.
2. The date of adoption of these amendments to the said Articles of Incorporation is August 11, 2014.
3. The amendment as contained here was approved by the shareholders and the number of votes cast for the amendment, being common voting stock which is the only class of stock entitled to vote, were a majority of the outstanding voting stock of the Corporation and were sufficient for approval.
4. ARTICLE IV is hereby revoked in its entirety and a new ARTICLE IV is adopted as follows:
"ARTICLE IV

The total authorized capital stock of this Corporation shall consist of One Hundred Million (100,000,000) shares of voting Common Stock, having a par value of \$0.0001 each, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00), and Two Million (2,000,000) shares of Class A Preferred Stock, having a par value of \$1.00 each, amounting in the aggregate to Two Million Dollars (\$2,00,000). All stock when issued shall be fully paid for and shall be non-assessable.

Relative rights, preferences, privileges and restrictions granted to or imposed upon the Series A Preferred Stock and the Common Stock are as follows:

1. Dividends

The holders of Class A Preferred Stock shall be entitled to receive out of any funds of the Corporation at a time legally available for the declaration of dividends, dividends at a rate as shall be established within the sole discretion of the Board of Directors and under such terms and conditions as the Board shall prescribe, provided, however, that in the event dividends shall be declared, dividends on issued and outstanding Class A Preferred Stock shall be payable before any dividends shall be declared or paid upon or set apart for the Common Stock, all such dividends being non-cumulative in nature.

2. Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation the assets and surplus funds of the Corporation available for distribution to the shareholders shall be distributed first to the holders of Class A Preferred Stock in an amount equal to the par value of such shares and if this distribution shall be insufficient to permit the payments as previously specified then the entire distributable assets of the Corporation shall be distributed to the holders of the Class A Preferred Stock. After the payment to the holders of the said preferred stock, the remaining distributable assets shall be distributed ratably among the holders of the Common Stock without distinction according to their respective shares.

3. Voting

i) Each holder of Common Stock shall have one vote, per share, in respect of each share of Common Stock held by such holder of record on the books of the Corporation for the election of directors and on all matters on which stockholders of the Corporation are entitled to vote. There shall be no cumulative voting.

ii) Class A Preferred Shares shall be non-voting.

4. Conversion Rights

Each holder of Class A Preferred Stock shall have the right to convert his or her stock to Common Stock at a conversion price and under such terms and conditions as set by the Board of Directors. The right of conversion shall be exercised solely within the discretion of the holder of the said Preferred Stock. The mechanics for the conversion to Common Stock shall be the responsibility of the Board of Directors."

IN WITNESS WHEREOF, these Articles of Amendment were executed on August 11, 2014.

KYTO BIOPHARMA, INC.

By: _____

Georges Benafroch

President & Chairman of the Board of Directors