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G20 Command Inc
(Requestor's Name)

3700 Airport Rd #410
(Address)

(Address)

Boca Raton FL 33431
(City/State/Zip/Phone #)

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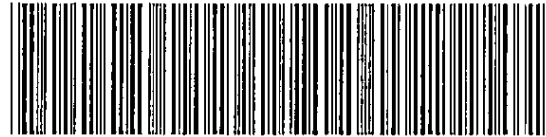
(Business Entity Name)

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MAR 17 2020

GEOCOMMAND, INC.
ARTICLES OF AMENDMENT

OF
SERIES B CUMULATIVE CONVERTIBLE PREFERRED STOCK
PURSUANT TO SECTION 607.0602 OF THE FLORIDA BUSINESS CORPORATION ACT

The undersigned, Albert Koenigsberg and Peter A. Hickey, do hereby certify that:

1. They are the Chairman and CEO and Comptroller, respectively, of GEOcommand, Inc., a Florida corporation (the " Corporation").
2. The Corporation is authorized to issue 10 million shares of preferred stock, 162,500 of which have been issued in the form of SERIES A CUMULATIVE CONVERTIBLE PREFERRED STOCK (the "Series A Preferred Stock").
3. The following resolutions were duly adopted by the board of directors of the Corporation (the " Board of Directors"): *on March 13, 2020*

WHEREAS, the AMENDED AND RESTATED ARTICLES OF INCORPORATION of the Corporation provide for a class of its authorized stock known as preferred stock, comprised of 10 million shares, \$0.0001 par value per share, issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued series of preferred stock and the number of shares constituting any series and the designation thereof, of any of them; and

WHEREAS, the Board of Directors, pursuant to its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of the preferred stock, has heretofore created a series of preferred stock designated as **SERIES A CUMULATIVE CONVERTIBLE PREFERRED STOCK**, consisting of 1,950,000 shares of Preferred Stock, \$0.0001 par value per share, which the Corporation had the authority to issue; and

WHEREAS, the Board of Directors, pursuant to its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of the preferred stock, wishes to create a series of preferred stock designated as **SERIES-B CUMULATIVE CONVERTIBLE PREFERRED STOCK**, consisting of 5,000,000 shares of Preferred Stock, \$0.0001 par value per share, which the Corporation has the authority to issue.

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NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby authorize the issuance of said series of preferred stock for cash or exchange of other securities, rights or property and does hereby state the rights, preferences, restrictions and other matters relating to such series of preferred stock as follows:

1. **DESIGNATION AND AMOUNT.** There shall be a series of Preferred Stock that shall be designated as "Series B Cumulative Convertible Preferred Stock" (the "Series B Preferred Stock") and the number of shares (the "Shares") constituting such series shall be 5,000,000. The rights, preferences, powers, restrictions and limitations of the Series B Preferred Stock shall be as set forth herein.

2. **INTEREST.**

(a) Interest. From and after the date of issuance of any Share, cumulative interest on such Share shall accrue, whether or not declared by the Board and whether or not there are funds legally available for the payment of interest, on a monthly basis at the rate of 6% per annum on the sum of the Liquidation Value thereof plus all unpaid accrued and accumulated interest thereon. All accrued interest on any Share shall be paid in cash, if legally available, to the holder thereof quarterly, with the first such payment due beginning on June 30, 2020 and payable on the last day of the month of each calendar quarter thereafter.

(b) Priority. All accrued and accumulated interest on the Shares shall be prior and in preference to any dividend or interest on any Junior Securities and shall be fully declared and paid before any dividends are declared and paid, or any other distributions or redemptions are made, on any Junior Securities, other than to (i) declare or pay any dividend or distribution payable on the Common Stock in shares of Common Stock or (ii) repurchase Common Stock held by employees or consultants of the Corporation upon termination of their employment or services pursuant to agreements providing for such repurchase.

3. **RANK AND LIQUIDATION.**

(a) Rank. With respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, all Shares of the Series B Preferred Stock shall rank senior to all Common Stock and any other class of securities that is specifically designated as junior to the Series B Preferred Stock ("Junior Securities") and junior to the Series A Cumulative Convertible Preferred Stock (the "Series A Preferred Stock").

(b) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment shall be made to the holders of Junior Securities by reason of their ownership thereof, and after payment to the holders

of the Series A Preferred Stock, an amount in cash equal to the aggregate Liquidation Value (as defined below), plus all unpaid accrued and accumulated dividends on all such Shares (whether or not declared). In the event that the funds are not sufficient to pay out the full Liquidation Value to all holders of Shares of Series B Preferred Stock, the Liquidation Value shall be paid to such holders pro rata based each holder's Liquidation Value relative to the Liquidation Value of all holders of Shares of Series B Preferred Stock.

(c) "Liquidation Value" means, with respect to a holder of Shares, the aggregate value of the consideration given by such holder for Shares of Series B Preferred Stock as reflected in the Corporation's financial books and records.

4. **CONVERSION RIGHTS.**

(a) Elective Conversion. Each Share of Series B Preferred Stock shall be, convertible at any time by the holder thereof into one and one-half (1.5) shares of Common Stock (the "Conversion Rate").

(b) Effect of Conversion. All Shares of Series B Preferred Stock converted as provided herein shall no longer be deemed issued and outstanding as of the effective time of the applicable conversion, and all rights with respect to such Shares shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock in exchange therefor.

5. **VOTING RIGHTS.** The shares of Series B Preferred Stock shall vote on all matters as a class with the holders of Common Stock and each Share of Series B Preferred Stock shall be entitled to one vote per share.

6. **ADJUSTMENT.** In the event that the Company shall, at any time after the issuance of any Share of Series B Preferred Stock, (a) declare any dividend on Common Stock payable in shares of Common Stock, (b) subdivide or effectuate any stock-split of the outstanding Common Stock or (c) combine or recapitalize the outstanding Common Stock into a different number of shares, then in each such case the Company shall simultaneously effect a proportional adjustment to the number of outstanding Shares of Series B Preferred Stock.

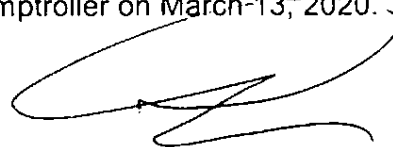
7. **CONSOLIDATION, MERGER, ETC.** In the event the Company enters into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the Shares of Series B Preferred Stock shall at the same time be similarly exchanged or changed into preferred stock of the surviving Company with the same rights and preferences as the Series B Preferred Stock.

8. **WAIVER.** Any of the rights, powers, preferences and other terms of the Series B Preferred Stock set forth herein may be waived on behalf of a holder of Shares in its sole discretion.

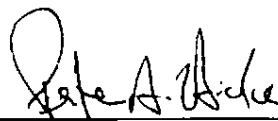
9. **ASSIGNMENT.** Each holder of Shares of Series B Preferred Stock shall be entitled to transfer some or all of its Shares to one or more affiliated partnerships or funds managed by it or any of such holder's respective directors, officers or partners; provided, however, that any such transferee agrees in writing to be subject to the identical terms of any conversion and/or related agreements entered into by the holder thereof in connection with the issuance of the transferred Shares.

10. **AMENDMENT.** No provision of this Certificate of Designation may be amended, modified or waived except by an instrument in writing executed by the Company and the holders of a majority of Shares of Series B Preferred Stock, and any such written amendment, modification or waiver will be binding upon the Company and each holder of Series B Preferred Stock; provided, that no such action shall change or waive (a) the definition of Liquidation Value, (b) the rate at which or the manner in which interest on the Series B Preferred Stock accrues or accumulates, or (c) this Section 10, without the prior written consent of holders of at least seventy-five (75%) of all outstanding Shares of Series B Preferred Stock.

IN WITNESS WHEREOF, this Certificate of Designation is executed on behalf of the Company by its President and its Comptroller on March-13, 2020.



ALBERT KOENIGSBERG, President



PETER HICKEY, Comptroller

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