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2015 OCT 20 PM 3:53  
STATE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Rejuvel Bio-Sciences, Inc.

**DOCUMENT NUMBER:** W15000032396

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

Please return all correspondence concerning this matter to the following:

Charles J. Scimeca  
Name of Contact Person  
Rejuvel Bio-Sciences, Inc.  
Firm/ Company  
Chase Bank Building, 150 SE 2nd Ave, Suite 403  
Address  
Miami, FL 33131  
City/ State and Zip Code

Cscimeca@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles J. Scimeca at ( 949 ) 355-8714  
Name of Contact Person 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 & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee 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

Articles of Amendment  
to  
Articles of Incorporation  
of

Rejuvel Bio-Sciences, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

N/A  
(Florida street address)

New Registered Office Address: N/A, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

Change                      PT      John Doe

Remove                        V        Mike Jones

Add                              SV      Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>NA</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
2) <input type="checkbox"/> Change	<u>NA</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3) <input type="checkbox"/> Change	<u>NA</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	<u>NA</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	<u>NA</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	<u>NA</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

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**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

Article 3 Capital Stock, Section 1: Designating Forty Thousand (40,000) shares of Preferred Stock as Series A Preferred Stock  
 Ten Thousand (10,000) shares of Preferred Stock as Series B Preferred Stock out of our Fifty Million (50,000,000)  
 authorized Preferred Stock.

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October 19, 2015

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_."  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated Oct 19, 2015

Signature Charles J. Scimeca

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Charles J. Scimeca

\_\_\_\_\_  
(Typed or printed name of person signing)

President, Director

\_\_\_\_\_  
(Title of person signing)

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CERTIFICATE OF DESIGNATION OF RIGHTS,  
PRIVILEGES, PREFERENCES AND RESTRICTIONS  
OF SERIES A PREFERRED STOCK OF REJUVEL BIO-SCIENCES, INC.  
PURSUANT TO SECTION 607.0602 OF THE  
FLORIDA BUSINESS CORPORATION ACT

On behalf of Rejuvel Bio-Sciences, Inc., a Florida corporation (the "Corporation"), the undersigned hereby certifies that the following resolution has been duly adopted by the board of directors of the Corporation (the "Board"):

The Amended and Restated Articles of Incorporation of the Company authorize Three Hundred Fifty Million (350,000,000) shares of \$.001 par value capital stock, of which are designated Fifty Million (50,000,000) shares are designated \$.001 par value preferred stock (the "Preferred Stock") with Forty Thousand (40,000) of such shares being designated as Series A Preferred Stock, Ten Thousand of such shares being designated as Series B Preferred stock, and Three Hundred Million (300,000,000) shares are designated \$.001 common stock (the "Common Stock").

There are presently approximately Fifty Million Eight Hundred Thirteen Thousand Ninety Eight (50,813,098) shares of the Corporation's Common Stock, presently issued and outstanding.

The Corporation is organized and existing under the laws of the State of Florida and, that pursuant to the authority conferred upon the Board of Directors of the Corporation by the Articles of Incorporation of the Corporation, as amended, and pursuant to Florida Business Corporations Act, the shares of Preferred Stock of the Corporation must be created and issued from time to time in one or more series, each of such series to have such voting powers, designation, preferences, and other special rights, qualifications, limitations or restrictions, as expressed in resolutions providing for the creation and issuance of such series, as adopted by the Board of Directors of the Corporation.

Pursuant to the resolutions adopted by the Unanimous Written Consent of the Board of Directors Without a Meeting effective 19, 2015 (the "October 19, 2015 Consent") the Board of Directors adopted resolutions establishing a series of Preferred Stock from its authorized shares of Preferred Stock, designated SERIES A Preferred Stock, consisting of Forty Thousand (40,000) shares (the "SERIES A Stock"), with certain rights, privileges, preferences and restrictions as set forth in this Certificate of Designation of Rights, Privileges, Preferences and Restrictions of SERIES A Preferred Stock of Rejuvel Bio-Sciences, Inc. as follows:

1.0 Designation and Rank.

A new series of Preferred Stock from the Corporation's authorized shares of Preferred Stock is hereby created, designated SERIES A Preferred Stock, consisting of Forty Thousand (40,000) shares (the "SERIES A Stock"), with certain rights, privileges, preferences and restrictions as set forth in the October 19, 2015 Consent. No other shares of Preferred Stock shall be designated SERIES A Preferred Stock.

2.0 Dividend Rate and Rights.

The holders of the shares of the SERIES A Stock shall not be entitled to receive dividends.

### 3.0 Conversion into Common Stock.

Optional Conversion of Series A Convertible Preferred Stock. The Holders of Series A Convertible Preferred Stock shall have conversion rights as follows:

(a) Conversion Right. Each share of Series A Convertible Preferred Stock shall be convertible at the option of the Holder thereof and without the payment of additional consideration by the Holder thereof, at any time, into shares of Common Stock on the Optional Conversion Date (as hereinafter defined) at a conversion rate of One Thousand (1,000) shares of Common Stock (the "Conversion Rate") for every one (1) share of Series A Convertible Preferred Stock;

(b) Mechanics of Optional Conversion. To effect the optional conversion of shares of Series A Convertible Preferred Stock in accordance with Section 3(a) of this Designation, any Holder of record shall make a written demand for such conversion (for purposes of this Designation, a "Conversion Demand") upon the Corporation at its principal executive offices setting forth therein (i) the certificate or certificates representing such shares, and (ii) the proposed date of such conversion, which shall be a business day not less than fifteen (15) nor more than thirty (30) days after the date of such Conversion Demand (for purposes of this Designation, the "Optional Conversion Date"). Within five days of receipt of the Conversion Demand, the Corporation shall give written notice (for purposes of this Designation, a "Conversion Notice") to the Holder setting forth therein (i) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (ii) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder's address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series A Convertible Preferred Stock, if any, or, if none, of the Corporation. On or before the Optional Conversion Date, each Holder of the Series A Convertible Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Corporation at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Corporation. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Corporation shall issue and deliver to such Holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the Series A Convertible Preferred Stock, if any, or, if none, of the Corporation, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

### 4.0 Liquidation Preference.

The holders of SERIES A Preferred Stock shall not be entitled to receive any distributions in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

### 5.0 Voting Rights.

Except as otherwise provided herein or by law and in addition to any right to vote as a separate SERIES A as provided by law, the holder of the SERIES A Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of holders of Common Stock and shall be entitled to notice of any Shareholders meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, with respect to any question upon which holders of Common Stock have the right to vote, including, without limitation, the right to vote for the election of directors, voting together with the holders of Common Stock as one class. For so long as SERIES A Preferred Stock is issued and outstanding, the holders of SERIES A Preferred Stock shall vote together as a single



class with the holders of the Corporation's Common Stock and the holders of any other class or series of shares entitled to vote with the Common Stock, with the holders of SERIES A Preferred Stock being entitled to One Thousand (1,000) votes per share of Common Stock for every one (1) share of Series A Preferred Stock held by them on all such matters.

6.0 Other Preferences.

The shares of the SERIES A Preferred Stock shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles of Incorporation of the Corporation.

7.0 No Impairment.

The Corporation will not, by amendment of its Articles of Incorporation or by amendment to the Certificate of Designation of the Rights, Privileges, Preferences and Restrictions of SERIES A Preferred Stock establishing SERIES A Stock, which shall be prepared as a separate document and filed with the requisite regulatory agencies and state registry, or by resolutions adopted subsequent to the date hereof, or through any reorganization, transfer of assets, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph 7, and in the taking of all such actions as may be necessary or appropriate in order to protect against the impairment of the rights of holders of the SERIES A Stock.

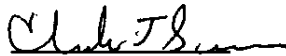
8.0 Notices.

Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to its principal executive offices, and if to the holder of any shares of SERIES A Stock, shall be delivered to it at its address as it appears on the stock records of the Corporation.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Designation of Rights, Privileges, Preferences and Restrictions of SERIES A Preferred Stock of Rejuvel Bio-Sciences, Inc., to be signed by the Corporation's President and Secretary effective this 19th day of October, 2015.

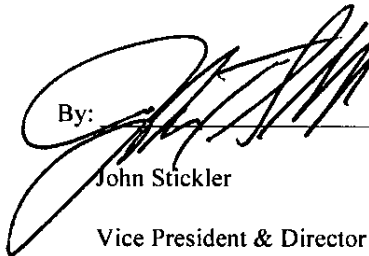
Rejuvel Bio-Sciences, Inc.

By:



Charles J. Scimeca,  
President, Secretary & Director

By:



John Stickler  
Vice President & Director

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CERTIFICATE OF DESIGNATION OF RIGHTS,  
PRIVILEGES, PREFERENCES AND RESTRICTIONS  
OF SERIES B PREFERRED STOCK OF REJUVEL BIO-SCIENCES, INC.  
PURSUANT TO SECTION 607.0602 OF THE  
FLORIDA BUSINESS CORPORATION ACT

On behalf of Rejuvel Bio-Sciences, Inc., a Florida corporation (the "Corporation"), the undersigned hereby certifies that the following resolution has been duly adopted by the board of directors of the Corporation (the "Board"):

The Amended and Restated Articles of Incorporation of the Company authorize Three Hundred Fifty Million (350,000,000) shares of \$.001 par value capital stock, of which are designated Fifty Million (50,000,000) shares are designated \$.001 par value preferred stock (the "Preferred Stock") with Forty Thousand (40,000) of such shares being designated as Series A Preferred Stock, Ten Thousand (10,000) of such shares being designated as Series B Preferred stock, and Three Hundred Million (300,000,000) shares are designated \$.001 common stock (the "Common Stock").

There are presently approximately Fifty Million Eight Hundred Thirteen Thousand Ninety Eight (50,813,098) shares of the Corporation's Common Stock, presently issued and outstanding.

The Corporation is organized and existing under the laws of the State of Florida and, that pursuant to the authority conferred upon the Board of Directors of the Corporation by the Articles of Incorporation of the Corporation, as amended, and pursuant to Florida Business Corporations Act, the shares of Preferred Stock of the Corporation must be created and issued from time to time in one or more series, each of such series to have such voting powers, designation, preferences, and other special rights, qualifications, limitations or restrictions, as expressed in resolutions providing for the creation and issuance of such series, as adopted by the Board of Directors of the Corporation.

Pursuant to the resolutions adopted by the Unanimous Written Consent of the Board of Directors Without a Meeting effective October 19, 2015 (the "October 19, 2015 Consent") the Board of Directors adopted resolutions establishing a series of Preferred Stock from its authorized shares of Preferred Stock, designated SERIES B Preferred Stock, consisting of Ten Thousand (10,000) shares (the "SERIES B Stock"), with certain rights, privileges, preferences and restrictions as set forth in this Certificate of Designation of Rights, Privileges, Preferences and Restrictions of SERIES B Preferred Stock of Rejuvel Bio-Sciences, Inc. as follows:

1.0 Designation and Rank.

A new series of Preferred Stock from the Corporation's authorized shares of Preferred Stock is hereby created, designated SERIES B Preferred Stock, consisting of Ten Thousand (10,000) shares (the "SERIES B Stock"), with certain rights, privileges, preferences and restrictions as set forth in the October 19, 2015 Consent. No other shares of Preferred Stock shall be designated SERIES B Preferred Stock.

## 2.0 Dividend Rate and Rights.

The holders of the shares of the SERIES B Stock shall not be entitled to receive dividends.

## 3.0 Conversion into Common Stock.

Optional Conversion of Series B Convertible Preferred Stock. The Holders of Series B Convertible Preferred Stock shall have conversion rights as follows:

(a) Conversion Right. Each share of Series B Convertible Preferred Stock shall be convertible at the option of the Holder thereof and without the payment of additional consideration by the Holder thereof, at any time, into shares of Common Stock on the Optional Conversion Date (as hereinafter defined) at a conversion rate of One Thousand (1,000) shares of Common Stock (the "Conversion Rate") for every one (1) share of Series B Convertible Preferred Stock; provided, however that, in no event, shall Holder be entitled to convert any portion of its Series B Convertible Preferred Stock that would result in the beneficial ownership by Holder and its affiliates of more than 9.99% of the outstanding shares of common stock of the Corporation. The number of shares of Common Stock to be issued upon each conversion of the Series B Convertible Preferred Stock shall be determined by multiplying the Conversion Rate by the amount to be converted.

(b) Mechanics of Optional Conversion. To effect the optional conversion of shares of Series B Convertible Preferred Stock in accordance with Section 3(a) of this Designation, any Holder of record shall make a written demand for such conversion (for purposes of this Designation, a "Conversion Demand") upon the Corporation at its principal executive offices setting forth therein (i) the certificate or certificates representing such shares, and (ii) the proposed date of such conversion, which shall be a business day not less than fifteen (15) nor more than thirty (30) days after the date of such Conversion Demand (for purposes of this Designation, the "Optional Conversion Date"). Within five days of receipt of the Conversion Demand, the Corporation shall give written notice (for purposes of this Designation, a "Conversion Notice") to the Holder setting forth therein (i) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (ii) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder's address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series B Convertible Preferred Stock, if any, or, if none, of the Corporation. On or before the Optional Conversion Date, each Holder of the Series B Convertible Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Corporation at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Corporation. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Corporation shall issue and deliver to such Holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the Series B Convertible Preferred Stock, if any, or, if none, of the Corporation, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

## 4.0 Liquidation Preference.

The holders of SERIES B Preferred Stock shall not be entitled to receive any distributions in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

## 5.0 Voting Rights.

Except as otherwise provided herein or by law and in addition to any right to vote as a separate SERIES B as provided by law, the holder of the SERIES B Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of holders of Common Stock and shall be entitled to notice of any Shareholders meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, with respect to any question upon which holders of Common Stock have the right to vote, including, without limitation, the right to vote for the election of directors, voting together with the holders of Common Stock as one class. For so long as SERIES B Preferred Stock is issued and outstanding, the holders of SERIES B Preferred Stock shall vote together as a single class with the holders of the Corporation's Common Stock and the holders of any other class or series of shares entitled to vote with the Common Stock, with the holders of SERIES B Preferred Stock being entitled to One Thousand (1,000) votes per share of Common Stock for every one (1) share of Series B Preferred Stock held by them on all such matters.

6.0 Other Preferences.

The shares of the SERIES B Preferred Stock shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles of Incorporation of the Corporation.

7.0 No Impairment.

The Corporation will not, by amendment of its Articles of Incorporation or by amendment to the Certificate of Designation of the Rights, Privileges, Preferences and Restrictions of SERIES B Preferred Stock establishing SERIES B Stock, which shall be prepared as a separate document and filed with the requisite regulatory agencies and state registry, or by resolutions adopted subsequent to the date hereof, or through any reorganization, transfer of assets, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph 7, and in the taking of all such actions as may be necessary or appropriate in order to protect against the impairment of the rights of holders of the SERIES B Stock.

8.0 Notices.

Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to its principal executive offices, and if to the holder of any shares of SERIES B Stock, shall be delivered to it at its address as it appears on the stock records of the Corporation.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Designation of Rights, Privileges, Preferences and Restrictions of SERIES B Preferred Stock of Rejuvel Bio-Sciences, Inc., to be signed by the Corporation's President and Secretary effective this 19th day of October, 2015.

Rejuvel Bio-Sciences, Inc.

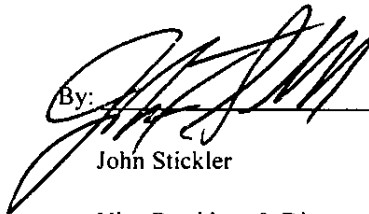
By:



Charles J. Scimeca,

President, Secretary & Director

By:



John Stickler

Vice President & Director