

GNCC CAPITAL, INC.

SUPPLEMENTAL INFORMATION FILING

DOCUMENTATION FILED IN THE STATE OF WYOMING IN RESPECT OF COMPANY RE-DOMICILING FROM A DELAWARE CORPORATION TO A WYOMING ENTITY

REPORTING DATE: NOVEMBER 19, 2014

STATE OF DELAWARE CERTIFICATE OF CONVERSION FROM A DELAWARE CORPORATION TO A NON-DELAWARE ENTITY PURSUANT SECTION 266 OF THE GENERAL CORPORATION LAW:

GNCC Capital, Inc. announced on September 29, 2014 and confirmed on October 30, 2014, that its Board of Directors intended to re-domicile the Company from Delaware to Wyoming.

On November 14, 2014, the State of Delaware approved the Certificate of Conversion. On that date, GNCC Capital, Inc. settled its full Franchise Tax liabilities to the State of Delaware in respect of the 2014 year end.

RE-DOMCILING TO THE STATE OF WYOMING:

On October 27, 2014, the Company filed Articles of Domestication in the State of Wyoming. The additional documentation requested by Wyoming, was filed on November 19, 2014.

Upon the State of Wyoming approval, the Company will file all of the State Stamped documentation on the OTC Markets Disclosure Service.

DATED: NOVEMBER 19, 2014

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN

EXHIBITS:

Copy of Wyoming Filing – Articles of Domestication – Dated October 27, 2014.

Certified Copies of Delaware State Filings submitted to State of Wyoming on November 19, 2014.

Authenticated State of Delaware Certificate of Conversion dated November 14, 2014.

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW

1.) The name of the Corporation is GNCC CAPITAL, INC. _____.

(If changed, the name under which it's certificate of incorporation was originally filed was _____.)

2.) The date of filing of its original certificate of incorporation with the Secretary of State is 09-23-2008 _____.

3.) The jurisdiction to which the corporation shall conv ert to is Wyoming _____ and the name under which the entity shall be known as is GNCC CAPITAL, INC. _____.

4.) The conversion has been approved in accordance with this section;

5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is

Corporation Service Company
1821 Logan Avenue
Cheyenne, WY 82001

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 27 day of OCTOBER, A.D. 2014.

By: _____
Authorized Officer

Name: RONALD YADIN LOWENTHAL/ CHAIRMAN
Print or Type Name and Title

Wyoming Secretary of State
State Capitol Building, Room 110
200 West 24th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Fax 307.777.5339
Email: Business wyo.gov

For Office Use Only

Foreign Profit Corporation
Articles of Domestication

Pursuant to W.S. 17-16-1801 of the Wyoming Business Corporation Act, the undersigned hereby applies for a Certificate of Domestication and for that purpose hereby submits Articles of Domestication.

1. Corporation name:

GNCC CAPITAL, INC.

2. Incorporated under the laws of: Delaware

(State or country of incorporation)

3. Date of incorporation: 09/23/2008

(mm/dd/yyyy)

4. Period of duration: Perpetual

(This is referring to the length of time the corporation intends to exist and not the length of time it has been in existence. The most common term used is "perpetual." You may refer to your Articles of Incorporation or contact the Corporations Division in your state of incorporation for your period of duration.)

5. Mailing address of the corporation:

244 5TH AVENUE, SUITE 2525
NEW YORK, NY 10001

6. Principal office address:

244 5TH AVENUE, SUITE 2525
NEW YORK, NY 10001

7. Name and physical address of its registered agent:

(The registered agent may be an individual resident in Wyoming, a domestic or foreign entity authorized to transact business in Wyoming, having a business office identical with such registered office. ***The registered agent must have a physical address in Wyoming.*** *A Post Office Box or Drop Box is not acceptable. If the registered office includes a suite number, it must be included in the registered office address.)*

Corporation Service Company
1821 Logan Avenue
Cheyenne, WY 82001

8. Purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Wyoming:

ANY LAWFUL BUSINESS

9. Names and usual business addresses of its current officers and directors:

Office	Name	Address
President	RONALD YADIN LOWENTHAL	244 5TH AVENUE, SUITE 2525 NEW YORK, NY 10001
Vice President		
Secretary	RONALD YADIN LOWENTHAL	244 5TH AVENUE, SUITE 2525 NEW YORK, NY 10001
Treasurer	RONALD YADIN LOWENTHAL	244 5TH AVENUE, SUITE 2525 NEW YORK, NY 10001
Director	NICOLAAS EDWARD BLOM	244 5TH AVENUE, SUITE 2525 NEW YORK, NY 10001
Director		
Director		

10. The aggregate number of shares or other ownership units which it has the authority to issue, itemized by classes, par value of shares, shares without par value and series, if any, within a class:

Number of Shares	Class	Series	Par Value per Share
30,100,000,000	See Attached	Various	$0.00001

11. The aggregate number of issued shares or other ownership units itemized by classes, par value of shares, shares without par value and series, if any, within a class:

Number of Shares	Class	Series	Par Value per Share
20,022,298,644	See Attached	Various	$0.00001

12. The corporation accepts the constitution of the state of Wyoming in compliance with the requirement of Article 10, Section 5 of the Wyoming Constitution.

Signature: _____ **Date:** 10/27/2014 *(mm/dd/yyyy)*

Print Name: RONALD YADIN LOWENTHAL

Title: PRESIDENT Contact Person: Ronald Yadin Lowenthal

Daytime Phone Number: (702) 951-9793 Email: corporate@gncc-capital.com

Checklist

☐ ***Filing Fee: $100.00*** Make check or money order payable to Wyoming Secretary of State.

☐ The application shall be executed by the Chairman of the Board, President or another of its officers.

☐ The Articles must be accompanied by a written consent to appointment executed by the registered agent.

☐ For consistency the Secretary of State's Office will only keep one version of the agent's name on file.

☐ A certified copy of its original articles of incorporation and all amendments currently certified within the last six (6) months by the proper officer of the state or nation of formation.

☐ The completed application must be accompanied by an **original certificate of existence/good standing**, dated not more than thirty (30) days prior to filing in Wyoming, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country of formation.

☐ Please submit one **originally signed** document and one exact photocopy of the filing.

☐ **Please review form prior to submitting to the Secretary of State to ensure all areas have been completed to avoid a delay in the processing of your documents.**

Other Requirements:

- An annual report will be due annually on the first day of the anniversary month of formation. If not paid within sixty (60) days from the due date, the entity will be subject to dissolution/revocation.

GNCC CAPITAL, INC.

ANNEXURE TO WYOMING "FOREIGN PROFIT CORPORATION ARTICLES OF DOMESTICATION"

DATED: OCTOBER 27, 2014

AUTHORIZED SHARES:-

TOTAL:	30,100,000,000
Comprised of:-	
Shares of Common Stock:	30,000,000,000
Shares of Preferred Stock:	100,000,000
Authorized Preferred Stock Comprised of:-	
Shares of Series "A" Convertible Preferred Stock:	10,000,000
Shares of Series "B" Convertible Preferred Stock	10,000,000
Shares of Series "C" Convertible Preferred Stock	10,000,000
Shares of Series "D" Convertible Preferred Stock	20,000,000
Shares of Series "F" Convertible Preferred Stock:	1,000,000
Shares of Series "G" Convertible Preferred Stock	2,000,000
Shares of Series "H" Convertible Preferred Stock	1,000,000
PAR VALUE: $0.00001	

ISSUED SHARES:-

TOTAL:	20,022,298,644
Comprised of:-	
Shares of Common Stock:	19,999,132,134
Shares of Series "A" Convertible Preferred Stock:	4,118,361
Shares of Series "B" Convertible Preferred Stock	6,134,649
Shares of Series "C" Convertible Preferred Stock	9,500,000
Shares of Series "D" Convertible Preferred Stock	2,570,000

Shares of Series “F” Convertible Preferred Stock:	286,000
Shares of Series “G” Convertible Preferred Stock	157,500
Shares of Series “H” Convertible Preferred Stock	400,000

PAR VALUE: $0.00001

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GNCC CAPITAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2008, AT 11:33 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 2008, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2013, AT 1:48 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2013, AT 9:30 O'CLOCK A.M.

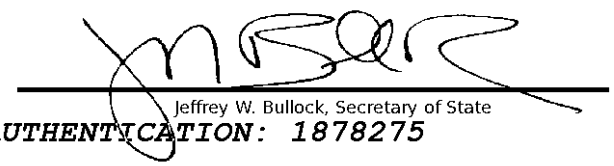
CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF OCTOBER, A.D. 2013, AT 1:28 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2013, AT 9:51 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FIRST DAY OF NOVEMBER, A.D. 2013, AT 2:41 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF APRIL,





4603407 8100H

141427547

AUTHENTICATION: 1878275

DATE: 11-18-14

You may verify this certificate online at corp.delaware.gov/authver.shtml

The First State

A.D. 2014, AT 8:46 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TENTH DAY OF JUNE, A.D. 2014, AT 6:24 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF JUNE, A.D. 2014, AT 1:06 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE FOURTEENTH DAY OF JULY, A.D. 2014, AT 12:01 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2014, AT 1:26 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2014, AT 1:26 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2014, AT 2:52 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2014, AT 3:12 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, FILED THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT 11:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GNCC CAPITAL, INC.".



Jeffrey W. Bullock, Secretary of State

4603407 8100H

141427547

AUTHENTICATION: 1878275

DATE: 11-18-14

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:33 AM 09/23/2008
FILED 11:33 AM 09/23/2008
SRV 080977056 - 4603407 FILE

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

First: The name of this Corporation is GNCC Capital, Inc.

Second: Its registered office in the State of Delaware is to be located at 2711 Centerville Rd, Suite 400 Street, in the City of Wilmington, County of New Castle Zip Code 19808 . The registered agent in charge thereof is Corporation Service Company, in County of New Castle.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have authority to issue is Five Hundred Million (500,000,000), consisting of Five Hundred million shares (500,000,000) of Common Stock, $.0001 par value per share

Fifth: The name and mailing address of the incorporator are as follows:

Name Michael A. Littman
Mailing Address 7609 Ralston Road
Arvada, CO Zip Code 80002

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 19th day of SEPT, A.D. 20 08

BY: _____
(Incorporator)

NAME: Michael A. Littman
(type or print)

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 11/12/2008
FILED 11:30 AM 11/12/2008
SRV 081109216 - 4603407 FILE

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF GNCC CAPITAL, INC.

GNCC Capital, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

1. The name of the Corporation is GNCC Capital, Inc. The Certificate of Incorporation for GNCC Capital, Inc. was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on September 23, 2008.

2. Pursuant to a meeting of the Board of Directors of the Corporation, the Corporation adopted resolutions setting forth the Amendment to the Certificate of Incorporation of the Corporation, requiring the purposed Amendment to the Certificate of Incorporation to be submitted to the stockholders of the Corporation for their approval as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended as to Article FOURTH, as follows:

Article FOURTH of the Certificate of Incorporation filed September 23, 2008 is hereby amended by adding the following:

> Reverse Split. Each share of issued and outstanding Common Stock as of November 13, 2008, is reverse split on a one for fifteen basis such that each old share represents 1/15 of a new share. A surrender of the old share certificate is not required to be made by each shareholder, and the stockholders record will be automatically adjusted to reflect the reverse split. The new split adjusted share certificates will be transmitted to the shareholder of record when of old certificates are sent into the transfer agent. Fractional shares will be rounded up to the nearest whole share.

3. Thereafter, the proposed Amendment to the Certificate of Incorporation of the Corporation was approved by the holders of a majority of the outstanding share of stock of the Corporation entitled to vote by consent of a majority of shareholders pursuant to the DGCL on November 7, 2008.

4. This Amendment of the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

5. The Amendment to the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

Article FOURTH of the amended by adding Certificate of Incorporation filed September 23, 2008 is hereby amended by adding the following:

Reverse Split. Each share of issued and outstanding Common Stock as of November 13, 2008, is reverse split on a one for fifteen basis such that each old share represents 1/15 of a new share. A surrender of the old share certificate is not required to be made by each shareholder, and the stockholders record will be automatically adjusted to reflect the reverse split. The new split adjusted share certificates will be transmitted to the shareholder of record when of old certificates are sent into the transfer agent. Fractional shares will be rounded up to the nearest whole share.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed this 13th day of November 2008.

GNCC Capital, Inc.

By: _____
Joseph Bartel
President

CONSENT MINUTES IN LIEU OF A SPECIAL MEETING OF BOARD OF DIRECTORS OF GNCC CAPITAL, INC.

Pursuant to the Delaware General Corporation Law, the Board of Directors of GNCC Capital, Inc. ("Company") acted by unanimous consent in lieu of a Board of Directors meeting. The Board adopted the following resolution by unanimous consent.

RESOLVED: That GNCC Capital, Inc. shall effect a reverse stock split on a one share for 15 basis pursuant to the shareholders written consent and authorization granted on November 7, 2008 and the Articles of Incorporation shall be amended to so reflect with an effective date of November 13, 2008.

Dated: November 7, 2008

DIRECTOR

Joseph Barkl

ACTION BY WRITTEN CONSENT
OF THE MAJORITY STOCKHOLDERS
OF GNCC CAPITAL, INC.

The undersigned, being the majority stockholders (the "***Stockholders***") of GNCC CAPITAL, INC., a Delaware corporation (the "***Company***"), hereby adopt the following resolutions as the actions of the majority stockholders of the Company in accordance with the Delaware General Corporation Law and the Bylaws of the Company:

RESOLVED, that the Articles of Incorporation be amended to effect a reverse split of the issued and outstanding common stock on a one for 13 basis as shown on the attached Exhibit A (Proposed Amendment)

RESOLVED FURTHER, that the Authorized Officers of the Company be, and they each hereby are, authorized, directed, and empowered to execute all documents and take whatever action is deemed necessary or advisable, in consultation with counsel, to carry out and perform the obligations of this Company as set forth in the foregoing resolutions, and all actions taken by them prior hereto with such purpose are hereby ratified, confirmed, and approved.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of November 7, 2008 being a majority of the issued and outstanding shares, Common Stock, of GNCC Capital, Inc.

Shareholder Name	**# of shares**	**% of**
Joseph Barth		

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:48 PM 09/24/2013
FILED 01:48 PM 09/24/2013
SRV 131121821 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is GNCC CAPITAL, INC.

2. The Registered Office of the corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400 (street), in the City of Wilmington, County of New Castle Zip Code 19808. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Corporation Service Company.

3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was September 23, 2008.

4. The renewal and revival of the charter of this corporation is to be perpetual.

5. The corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2011, at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: /s/ Ronald Yadin Lowenthal
Authorized Officer

Name: Ronald Yadin Lowenthal
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:30 AM 09/26/2013
FILED 09:30 AM 09/26/2013
SRV 131130575 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of GNCC CAPITAL, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Nine Hundred Fifty Million (950,000,000), consisting of Nine Hundred Fifty Million shares (950,000,000 shares) of Common Stock, $0.00001 par value per share."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 25th day of September, 2013.

NICOLAAS EDWARD BLOM
GNCC CAPITAL, INC.
PRESIDENT, CHIEF EXECUTIVE OFFICER & SECRETARY

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 10/30/2013
FILED 01:28 PM 10/30/2013
SRV 131251234 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of GNCC CAPITAL, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Ten billion (10,000,000,000), consisting of Ten billion (10,000,000,000) shares (10,000,000,000 shares) of Common Stock, $0.00001 par value per share."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 30th day of October, 2013.

NICOLAAS EDWARD BLOM
GNCC CAPITAL, INC.
PRESIDENT, CHIEF EXECUTIVE OFFICER & SECRETARY

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:51 AM 10/31/2013
FILED 09:51 AM 10/31/2013
SRV 131254725 - 4603407 FILE

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT

OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST:

That at a meeting of the Board of Directors of **GNCC CAPITAL, INC.** resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

> **RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered **"FOURTH"** so that, as amended, said Article shall be and read as follows:

SEE THE FOLLOWING PAGE FOR THE "FOURTH" AMENDMENTS

SECOND:

That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD:

That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

The Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is 10,100,000,000 (Ten billion one hundred million), consisting of 10,000,000,000 (Ten billion) shares of Common Stock, $0.00001 par value per share and 100,000,000 (One hundred million) shares of Preferred Stock, $0.00001 par value per share. Said shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors.

The shares of Preferred Stock may be issued and reissued from time to time in one or more series. The Board of Directors hereby is authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights and terms of redemption (including, without limitation, sinking fund provisions and the redemption price or prices), the liquidation preferences, and any other rights, preferences, privileges, attributes or other matters with respect to any wholly unissued series of Preferred Stock, including the authority (a) to determine the number of shares constituting any such series and the designation thereof; and (b) to increase the number of shares of any series at any time. In case the outstanding shares of any series shall be reacquired or shall not be issued, such shares may be designated or re-designated and altered, and issued or reissued, hereunder, by action of the Board of Directors. The Board of Directors also shall have such other authority with respect to shares of Preferred Stock that may be reserved to the Board of Directors by law."

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed on this 31st day of October, 2013.

BY:

GNCC CAPITAL, INC.

NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT &
SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE
CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:41 PM 11/01/2013
FILED 02:41 PM 11/01/2013
SRV 131262367 - 4603407 FILE

CERTIFICATE OF DESIGNATION
OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on October 15, 2011, and as further amended on October 31, 2013, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 10,000,000 (Ten million) shares of Preferred Stock, $0.00001 par value, designated as Series A Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series A Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series A Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

10,000,000 (Ten million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

Section 2: STATED VALUE

Each share of Series A Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.06 (Six cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series A Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

The Liquidation Preference shall be payable from the proceeds of liquidation of the Corporation's interest in the White Hills Project and from the Corporation's equity and debt interest(s) in its subsidiary, White Hills Gold Exploration, Inc., incorporated in the State of Wyoming under Filing ID Number: 2013-000652731.

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series A Convertible Preferred Stock, the holders of Series A Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series A Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series A Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series A Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series A Conversion Price" shall be Fifty Percent (50%) of the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series A Conversion Price, and the rate at which shares of Series A Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series A Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series A Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series A Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series A Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series A Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series A Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series A Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series A Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series A Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series A Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series A Convertible Preferred Stock shall not be entitled to convert shares of Series A Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series A Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series A Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series A Convertible Preferred Stock may deem and treat the record holder of any shares of Series A Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series A Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series A Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series A Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series A Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series A Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series A Convertible Preferred Stock.

(B) Series A Convertible Preferred Stock shall receive such consideration as if such number of shares of Series A Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) **Fundamental Transaction.**

If, at any time while the Series A Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series A Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of October, 2013.

BY:

GNCC CAPITAL, INC.

NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT &
SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE
CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:46 AM 04/15/2014
FILED 08:46 AM 04/15/2014
SRV 140470056 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST:

That at a meeting of the Board of Directors of GNCC CAPITAL, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by the changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Twenty billion one hundred million (20,100,000,000), consisting of Twenty billion (20,000,000,000) shares of Common Stock, One hundred million (100,000,000) shares of Preferred Stock, $0.00001 par value per share."

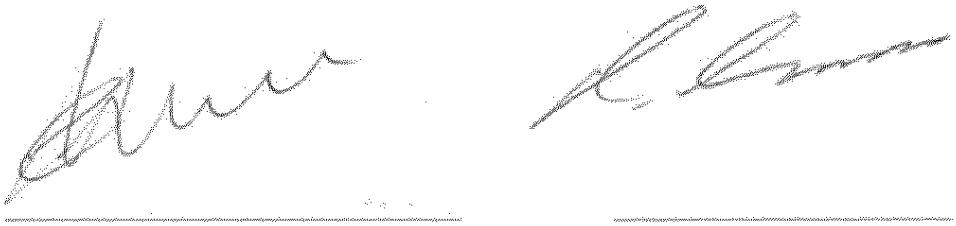
SECOND:-

That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD:

That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 26th day of March, 2014.



NICOLAAS EDWARD BLOM
GNCC CAPITAL, INC.
PRESIDENT, CHIEF EXECUTIVE OFFICER & SECRETARY

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 06/10/2014
FILED 06:24 PM 06/10/2014
SRV 140821319 - 4603407 FILE

CERTIFICATE OF DESIGNATION
OF
SERIES B CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on June 6, 1014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 10,000,000 (Ten million) shares of Preferred Stock, $0.00001 par value, designated as Series B Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series B Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series B Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

10,000,000 (Ten million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series B Convertible Preferred Stock (the "Series B Preferred Stock").

Section 2: STATED VALUE

Each share of Series B Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.16 (Sixteen cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series B Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series B Convertible Preferred Stock, the holders of Series A Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series B Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series B Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series B Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series B Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series B Conversion Price" shall be Fifty Percent (50%) of the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series B Conversion Price, and the rate at which shares of Series B Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series B Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series B Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series B Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series B Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series B Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series B Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series B Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series B Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series B Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series B Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series B Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series B Convertible Preferred Stock shall not be entitled to convert shares of Series B Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series B Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series B Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series B Convertible Preferred Stock may deem and treat the record holder of any shares of Series B Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series B Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series B Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series B Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series B Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series B Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series B Convertible Preferred Stock.

(B) Series B Convertible Preferred Stock shall receive such consideration as if such number of shares of Series B Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series B Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

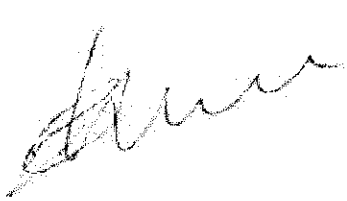
(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

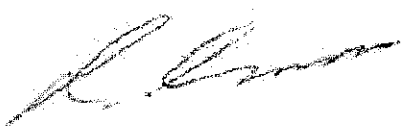
(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series B Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 6th day of June, 2014.

BY:

GNCC CAPITAL, INC.





NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT & SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:06 PM 06/11/2014
FILED 01:06 PM 06/11/2014
SRV 140823924 - 4603407 FILE

CERTIFICATE OF DESIGNATION
OF
SERIES C CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on June 9, 2014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 10,000,000 (Ten million) shares of Preferred Stock, $0.00001 par value, designated as Series C Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series C Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series C Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

10,000,000 (Ten million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series C Convertible Preferred Stock (the "Series C Preferred Stock").

Section 2: STATED VALUE

Each share of Series C Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.14 (Fourteen cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series C Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

The Liquidation Preference shall be payable from the proceeds of liquidation of the Corporation's interest in the Alamo, McCracken and North Rawhide Exploration Projects and from the Corporation's equity and debt interest(s) in its subsidiary, Walker Lane Exploration, Inc., incorporated in the State of Wyoming under Filing ID Number: 2014-000666434.

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series C Convertible Preferred Stock, the holders of Series C Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series C Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series C Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series C Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series C Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series C Conversion Price" shall be Fifty Percent (50%) of the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series C Conversion Price, and the rate at which shares of Series C Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series C Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series C Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series C Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series C Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series C Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series A Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series C Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series C Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series C Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series C Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series C Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series C Convertible Preferred Stock shall not be entitled to convert shares of Series C Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series C Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series C Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series C Convertible Preferred Stock may deem and treat the record holder of any shares of Series C Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series C Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series C Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series C Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series C Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series C Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series C Convertible Preferred Stock.

(B) Series C Convertible Preferred Stock shall receive such consideration as if such number of shares of Series C Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series C Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

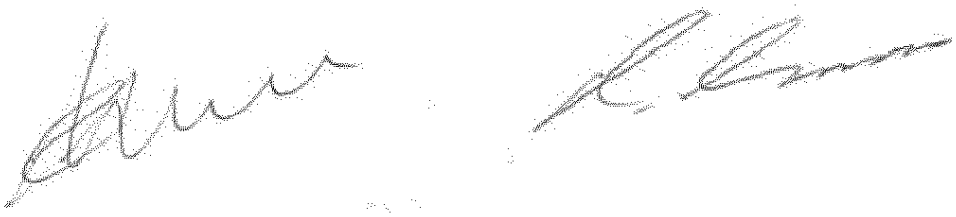
(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series C Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of June, 2014.

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT & SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:01 PM 07/14/2014
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CERTIFICATE OF DESIGNATION
OF
SERIES D CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on July 11, 2014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 20,000,000 (Twenty million) shares of Preferred Stock, $0.00001 par value, designated as Series D Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series D Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series D Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

20,000,000 (Twenty million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series D Convertible Preferred Stock (the "Series D Preferred Stock").

Section 2: STATED VALUE

Each share of Series D Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.18 (Eighteen cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series D Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

The Liquidation Preference shall be payable from the proceeds of liquidation of the Corporation's interest from the Corporation's equity and debt interest(s) in its subsidiary, Gold Coast Gaming Corp, incorporated in the State of Florida under Filing ID Number: P14000049193.

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series D Convertible Preferred Stock, the holders of Series D Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series D Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series D Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series D Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series D Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series D Conversion Price" shall be Fifty Percent (50%) of the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series D Conversion Price, and the rate at which shares of Series D ConvertiblePreferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series D Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series D Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series D Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series D Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series D Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series D Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series D Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series D Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series D Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series D Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series D Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series D Convertible Preferred Stock shall not be entitled to convert shares of Series D Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series D Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHERPROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series D Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) RecordHolders.

The Corporation and its transfer agent, if any, for the Series D Convertible PreferredStock may deem and treat the record holder of any shares of Series D Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series D Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series D Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series D Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series D ConvertiblePreferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series D Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series D Convertible Preferred Stock.

(B) Series D Convertible Preferred Stock shall receive such consideration as if such number of shares of Series D Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series D Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

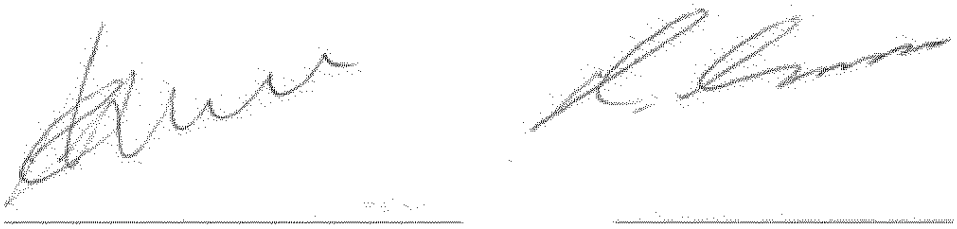
(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "FundamentalTransaction"), then, upon any subsequent conversion of this Series D Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

INWITNESS WHEREOF, the undersigned has executed this Certificate this 11th day of July, 2014.

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM
DIRECTOR&
SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR&
TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:26 PM 08/11/2014
FILED 01:26 PM 08/11/2014
SRV 141056469 - 4603407 FILE

CERTIFICATE OF DESIGNATION
OF
SERIES F CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on July 30, 2014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 1,000,000 (One million) shares of Preferred Stock, $0.00001 par value, designated as Series F Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series F Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series F Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

1,000,000 (One million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series F Convertible Preferred Stock (the "Series F Preferred Stock").

Section 2: STATED VALUE

Each share of Series F Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share of Series F Preferred Stock shall bear dividends at the rate of $0.03 (Three cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series F Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series F Convertible Preferred Stock, the holders of Series F Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series F Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series F Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series F Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series F Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series F Conversion Price" shall be the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series F Conversion Price, and the rate at which shares of Series F Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series F Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series F Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series F Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series F Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series F Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series F Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series F Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series F Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series F Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series F Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series F Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series F Convertible Preferred Stock shall not be entitled to convert shares of Series F Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series F Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series F Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series F Convertible Preferred Stock may deem and treat the record holder of any shares of Series F Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series F Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series F Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series F Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series F Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series F Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series F Convertible Preferred Stock.

(B) Series F Convertible Preferred Stock shall receive such consideration as if such number of shares of Series F Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series F Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

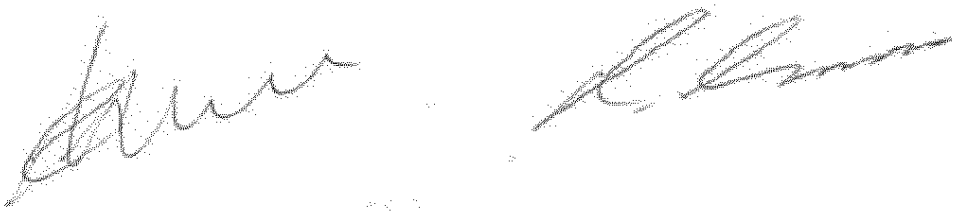
(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series F Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30th day of June, 2014.

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT & SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:26 PM 08/11/2014
FILED 01:26 PM 08/11/2014
SRV 141057335 - 4603407 FILE

CERTIFICATE OF DESIGNATION OF SERIES G CONVERTIBLE PREFERRED STOCK OF GNCC CAPITAL, INC.

Pursuant to Section 151 of the General Corporation Law of The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on July 30, 2014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 2,000,000 (Two million) shares of Preferred Stock, $0.00001 par value, designated as Series G Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series G Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series G Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

1,000,000 (One million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series G Convertible Preferred Stock (the "Series G Preferred Stock").

Section 2: STATED VALUE

Each share of Series G Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share of Series G PreferredStock shall bear dividends at the rate of $0.03 (Three cents) per share per annum, payable annually.

Section 4: LIQUIDATIONPREFERENCE

Upon liquidation of the Corporation, the holders of the Series G Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series G Convertible Preferred Stock, the holders of Series G Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series G ConvertiblePreferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series G Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series G Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time **after 3 (Three) years** after the date such share was issued (subject to the limitations set forth in Section 6.e below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series G Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series G Conversion Price" shall be the average trading price for the 5 (Five) consecutive trading days preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series G Conversion Price, and the rate at which shares of Series G Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series G Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series G Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series G Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series G Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series G Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series G Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series G Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series G Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series G Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series G Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series G Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series G Convertible Preferred Stock shall not be entitled to convert shares of Series G Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series G Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series G Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series G Convertible Preferred Stock may deem and treat the record holder of any shares of Series G Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series G Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series G Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series G Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series G ConvertiblePreferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series G Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series G Convertible Preferred Stock.

(B) Series G Convertible Preferred Stock shall receive such consideration as if such number of shares of Series G Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series G Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

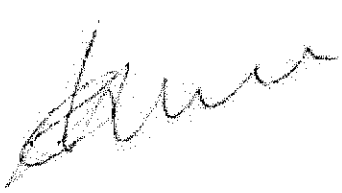
(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

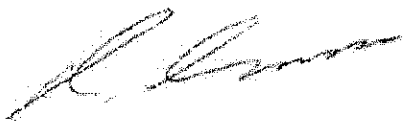
(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series G Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30th day of June, 2014.

BY:

GNCC CAPITAL, INC.





NICOLAAS EDWARD BLOM
DIRECTOR/PRESIDENT & SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR/EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:12 PM 09/29/2014
FILED 02:52 PM 09/29/2014
SRV 141233210 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST:

That at a meeting of the Board of Directors of GNCC CAPITAL, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by the changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Thirty billion one hundred million (30,100,000,000), consisting of Thirty billion (30,000,000,000) shares of Common Stock, One hundred million (100,000,000) shares of Preferred Stock, $0.00001 par value per share."

SECOND:-

That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD:

That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 26th day of September, 2014.



NICOLAAS EDWARD BLOM
GNCC CAPITAL, INC.
PRESIDENT, CHIEF EXECUTIVE OFFICER & SECRETARY

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN & TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:12 PM 09/29/2014
FILED 03:12 PM 09/29/2014
SRV 141233267 - 4603407 FILE

CERTIFICATE OF DESIGNATION
OF
SERIES H CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on September 9, 2014, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 1,000,000 (One million) shares of Preferred Stock, $0.00001 par value, designated as Series H Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series H Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series H Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

1,000,000 (One million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series H Convertible Preferred Stock (the "Series H Preferred Stock").

Section 2: STATED VALUE

Each share of Series H Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.08 (Eight cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series H Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

The Liquidation Preference shall be payable from the proceeds of liquidation of the Corporation's interest from the Corporation's equity and debt interest(s) in its subsidiary, Reputation Managers, LLC, incorporated in the State of California under Filing ID Number: 201001110012.

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series H Convertible Preferred Stock, the holders of Series H Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series H Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series H Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series H Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series H Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series H Conversion Price" shall be the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series H Conversion Price, and the rate at which shares of Series H Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series H Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series H Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series H Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series H Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series H Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series H Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series H Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series H Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series H Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series II Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series H Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series H Convertible Preferred Stock shall not be entitled to convert shares of Series H Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series H Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series H Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series H Convertible Preferred Stock may deem and treat the record holder of any shares of Series H Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series H Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series H Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series H Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series H Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series H Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series H Convertible Preferred Stock.

(B) Series H Convertible Preferred Stock shall receive such consideration as if such number of shares of Series H Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series H Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

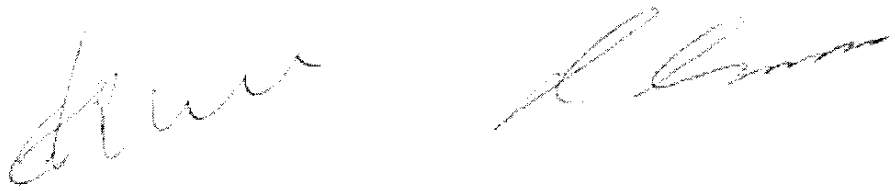
(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series H Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of September, 2014.

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM
DIRECTOR &
SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR &
TREASURER

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:06 PM 11/14/2014
FILED 11:57 AM 11/14/2014
SRV 141411764 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW

1.) The name of the Corporation is GNCC CAPITAL, INC.

(If changed, the name under which it's certificate of incorporation was originally filed was _____.)

2.) The date of filing of its original certificate of incorporation with the Secretary of State is 09-23-2008.

3.) The jurisdiction to which the corporation shall conv ert to is Wyoming and the name under which the entity shall be known as is GNCC CAPITAL, INC.

4.) The conversion has been approved in accordance with this section;

5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is

GNCC CAPITAL, INC.
244 5TH AVENUE, SUITE 2525
NEW YORK, NY 10001

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 27 day of OCTOBER, A.D. 2014.

By: _____
Authorized Officer

Name: RONALD YADIN LOWENTHAL/ PRESIDENT
Print or Type Name and Title

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT 11:57 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



Jeffrey W. Bullock, Secretary of State

4603407 0265C

AUTHENTICATION: 1866865

141411764

DATE: 11-14-14

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:06 PM 11/14/2014
FILED 11:57 AM 11/14/2014
SRV 141411764 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW

1.) The name of the Corporation is GNCC CAPITAL, INC.

(If changed, the name under which it's certificate of incorporation was originally filed was _____.)

2.) The date of filing of its original certificate of incorporation with the Secretary of State is 09-23-2008.

3.) The jurisdiction to which the corporation shall convert to is Wyoming and the name under which the entity shall be known as is GNCC CAPITAL, INC.

4.) The conversion has been approved in accordance with this section;

5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is

GNCC CAPITAL, INC.
244 5TH AVENUE, SUITE 2525
NEW YORK, NY 10001

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 27 day of OCTOBER, A.D. 2014.

By: _____
Authorized Officer

Name: RONALD YADIN LOWENTHAL/ PRESIDENT
Print or Type Name and Title