

GNCC CAPITAL, INC.

SUPPLEMENTAL INFORMATION FILING

STATE OF WYOMING, CORPORATIONS DIVISION

ARTICLES OF ASSOCIATION

REPORTING DATE: DECEMBER 30, 2014

GNCC CAPITAL, INC. COMPLETES RE-DOMICILE FROM DELAWARE TO WYOMING

On November 21, 2014, the State of Wyoming approved the re-domicile of GNCC Capital, Inc. GNCC Capital, Inc. is now incorporated in the State of Wyoming under File ID Number: 2014-000676267.

The Company is now in a position to immediately file the documentation in respect of its re-domicile, with FINRA.

DATED: DECEMBER 30, 2014

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN

EXHIBITS:

State of Wyoming Corporations Division – State Stamped Documentation.

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

Max Maxfield, WY Secretary of State
FILED: 12/09/2014 02:24 PM
ID: 2014-000677121

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

Received NOV 26 2014 Secretary of State Wyoming

Received NOV 20 2014 Secretary of State Wyoming

Received 2014 Secretary of State Wyoming

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

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

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@state.wy.us

Consent to Appointment by Registered Agent

I, Corporation Service Company, registered office located at
(name of registered agent)

1821 Logan Avenue
Cheyenne, WY 82001

voluntarily consent to serve

* *(registered office physical address, city, state & zip)*

as the registered agent for GNCC Capital, Inc.
(name of business entity)

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: Elizabeth A. Smith
(Shall be executed by the registered agent.)

Date: 11/25/2014
(mm/dd/yyyy)

Print Name: Elizabeth A. Smith Daytime Phone: 800.927.9800

Title: Assistant Vice President Email: esmith1@cscinfo.com

Registered Agent Mailing Address
(if different than above):

***If this is a new address, complete the following:**

Previous Registered Office(s):

I hereby certify that:

- After the changes are made, the street address of my registered office and business office will be identical.
- This change affects every entity served by me and I have notified each entity of the registered office change.
- I certify that the above information is correct and I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: _____
(Shall be executed by the registered agent.)

Date: _____
(mm/dd/yyyy)

Checklist

☐ Submit one **originally signed** consent to appointment and one exact photocopy.

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 "GNCC CAPITAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GNCC CAPITAL, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

Jeffrey W Bullock, Secretary of State

4603407 8300

AUTHENTICATION: 1897771

141453813

DATE: 11-25-14

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

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 INCORPORATION OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2008, AT 11:33 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

AUTHENTICATION: 1928996

141495958

DATE: 12-05-14

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)

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 AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2008, AT 11:30 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

141495969

AUTHENTICATION: 1929000

DATE: 12-05-14

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

State of Delaware
9419513979 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
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 Barker		

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 RENEWAL OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2013, AT 1:48 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

141495980

AUTHENTICATION: 1929003

DATE: 12-05-14

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

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

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 AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2013, AT 9:30 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

AUTHENTICATION: 1929006

141495989

DATE: 12-05-14

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

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

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 AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2013, AT 1:28 O'CLOCK P.M.

4603407 8100

141495999



Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 1929010

DATE: 12-05-14

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

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

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 AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF APRIL, A.D. 2014, AT 8:46 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

AUTHENTICATION: 1929017

141496012

DATE: 12-05-14

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

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

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 AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2014, AT 2:52 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

AUTHENTICATION: 1929019

141496018

DATE: 12-05-14

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

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

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.

Jeffrey W. Bullock, Secretary of State

4603407 8100

141496025

AUTHENTICATION: 1929022

DATE: 12-05-14

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

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 CORRECTION OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2014, AT 6:38 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

4603407 8100

141496033

AUTHENTICATION: 1929029

DATE: 12-05-14

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:38 PM 11/24/2014
FILED 06:38 PM 11/24/2014
SRV 141451717 - 4603407 FILE

STATE OF DELAWARE
CERTIFICATE OF CORRECTION

GNCC CAPITAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is GNCC CAPITAL, INC.
2. That a Certificate of Conversion
(Title of Certificate Being Corrected)
was filed by the Secretary of State of Delaware on November 14th, 2014 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate is: (must be specific)

Due to a clerical error, the Certificate of Conversion was filed prematurely.

4. The Certificate of Conversion is hereby declared null and void.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction this November day of 24th, A.D. 2014.

By: /s/ Ronald Yadin
Authorized Officer
Name: Ronald Yadin
Print or Type
Title: President

STATE OF WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that

GNCC CAPITAL, INC.

a corporation originally organized under the laws of Delaware on September 23, 2008, did on December 9, 2014 apply for a Certificate of Domestication and filed Articles of Domestication in the office of the Secretary of State of Wyoming.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **9th** day of **December**, **2014**

Filed Date: 12/09/2014

Secretary of State

By: Dave Barker

WYOMING SECRETARY OF STATE

OFFICIAL RECEIPT

Thank you for your payment!

DO NOT PAY!
THIS IS NOT A BILL.

Amount Paid: **$100.00**
Receipt #: **821708**
Receipt Date: **December 9, 2014**
Processed By: **DAVE . BARKER**
Corp #: **2014-000677121**

CSC
2711 Centerville Rd Ste 400
Wilmington, DE 19808

Payment	Reference	Amount
CHECK	100985393	100.00
	TOTAL PAYMENT	**$100.00**

Description of Charges	Invoice #	Sec. File #	Quantity	Unit Price	Total
CFD - Corporation Filing - Domestic			1	100.00	100.00
		TOTAL CHARGES PAID			**$100.00**

In Reference To:

GNCC CAPITAL, INC.

Comments:

STATE OF WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that

GNCC CAPITAL, INC.

a corporation originally organized under the laws of Delaware on September 23, 2008, did on December 9, 2014 apply for a Certificate of Domestication and filed Articles of Domestication in the office of the Secretary of State of Wyoming.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **9th** day of **December**, **2014**

Max Maxfield
Secretary of State

By: Dave Barker

Filed Date: 12/09/2014

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

Max Maxfield, WY Secretary of State
FILED: 12/09/2014 02:24 PM
ID: 2014-000677121

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

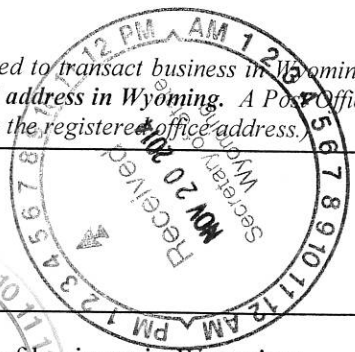


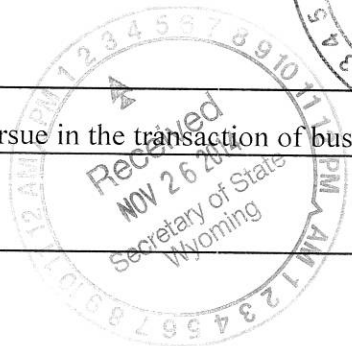
6. Principal office address:

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

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@state.wy.us

Consent to Appointment by Registered Agent

I, Corporation Service Company, registered office located at
(name of registered agent)

1821 Logan Avenue
Cheyenne, WY 82001

voluntarily consent to serve

* *(registered office physical address, city, state & zip)*

as the registered agent for GNCC Capital, Inc.
(name of business entity)

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: Elizabeth A. Smith
(Shall be executed by the registered agent.)

Date: 11/25/2014
(mm/dd/yyyy)

Print Name: Elizabeth A. Smith Daytime Phone: 800.927.9800

Title: Assistant Vice President Email: esmith1@cscinfo.com

Registered Agent Mailing Address
(if different than above):

***If this is a new address, complete the following:**

Previous Registered Office(s):

I hereby certify that:

- After the changes are made, the street address of my registered office and business office will be identical.
- This change affects every entity served by me and I have notified each entity of the registered office change.
- I certify that the above information is correct and I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: _____
(Shall be executed by the registered agent.)

Date: _____
(mm/dd/yyyy)

Checklist

☐ Submit one **originally signed** consent to appointment and one exact photocopy.

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 "GNCC CAPITAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GNCC CAPITAL, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Jeffrey W Bullock, Secretary of State

4603407 8300

AUTHENTICATION: 1897771

141453813

DATE: 11-25-14

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