

**STATE of DELAWARE**  
**CERTIFICATE of INCORPORATION**  
**A STOCK CORPORATION**

• **First:** The name of this Corporation is Xtra Energy Corp.

• **Second:** Its registered office in the State of Delaware is to be located at  
919 North Market Street Suite 950 Street, in the City of Wilmington  
County of New Castle Zip Code 19801

The registered agent in charge thereof is Incorp Services

**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 amount of the total stock of this corporation is authorized to issue is  
500,000,000 shares (number of authorized shares) with a par value of  
.000001 per share.

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

Name Linda Macdonald

Mailing Address 200 Sunrise Hwy Suite 101  
Oceanside, NY Zip Code 11572

• **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  
16th day of November, A.D. 2017.

BY: Linda Macdonald  
(Incorporator)

NAME: Linda Macdonald  
(type or print)

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Wyoming.
- 2.) The jurisdiction immediately prior to filing this Certificate is Wyoming.
- 3.) The date the Non-Delaware Corporation first formed is 1/27/2005.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Xtra Energy Corp.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Xtra Energy Corp.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 16 day of November, A.D. 2017.

By: Linda Macdonald

Name: Linda Macdonald  
Print or Type

Title: CEO  
Print or Type