

**ARTICLES OF INCORPORATION  
OF  
HARVEY WESTBURY CORP.**

**ARTICLE I  
Name of Corporation**

The name of this corporation is Harvey Westbury Corp.

**ARTICLE II  
Registered Agent**

The address of the registered office of the corporation in the State of Wyoming is 1876 Horse Creek Road, Cheyenne, Wyoming 82009, and the name of its registered agent at that address is vCorp Services, LLC.

**ARTICLE III  
Mailing Address**

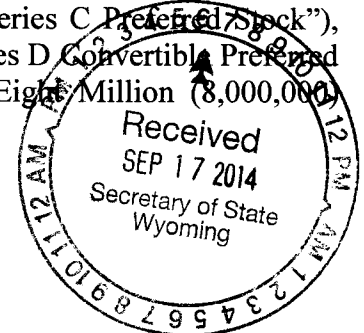
The mailing address of the corporation is 160 Littleton Road, Suite 308, Parsippany, NJ 07054.

**ARTICLE IV  
Principal Office Address**

The address of the principal office of the corporation is 160 Littleton Road, Suite 308, Parsippany, NJ 07054.

**ARTICLE V  
Capital Stock**

The aggregate number of shares of all classes of capital stock which the corporation shall have authority to issue is Twenty Two Billion (22,000,000,000), consisting of (i) Twenty One Billion Nine Hundred Eighty Three Million Nine Hundred Sixty Thousand (21,983,960,000) shares of common stock, par value \$0.00001 per share (the "Common Stock"), and (ii) Sixteen Million Forty Thousand (16,040,000) shares of preferred stock, par value \$0.00001 per share (the "Preferred Stock"). The Preferred Stock authorized by these Articles of Incorporation shall be divided into series as provided herein. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Convertible Preferred Stock (the "Series A Preferred Stock"), which series consists of Four Million (4,000,000) shares, the Series B Convertible Preferred Stock (the "Series B Preferred Stock"), which series consists of Four Million (4,000,000) shares, the Series C Convertible Preferred Stock (the "Series C Preferred Stock"), which series consists of Forty Thousand (40,000) shares, and the Series D Convertible Preferred Stock (the "Series D Preferred Stock"), which series consists of Eight Million (8,000,000) shares, are set forth in this Article III.



A. Series A Preferred Stock.

1. Dividend Provisions. The holders of shares of Series A Preferred Stock shall be entitled to receive, when and as declared by the board of directors of the Corporation (the "Board of Directors"), such dividends as may be declared from time to time by the Board of Directors with respect to the Series A Preferred Stock, out of any assets of the Corporation legally available therefor.

2. Dissolution. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, upon completion of the distributions required with respect to the Series C and Series D Preferred Stock, all of the remaining assets of the Corporation shall be distributed among the holders of the Common Stock, the Series A Preferred Stock, and the Series B Preferred Stock pro rata based on the number of shares of Common Stock then held by the holders of the Common stock and the number of shares of Common Stock that the holders of such series of Preferred Stock would have been held had they converted their shares of Preferred Stock into Common Stock immediately before such event at the then effective conversion price and/or conversion rate for each such series.

3. Voting Rights. Except as expressly provided by these Articles of Incorporation or as provided by law, the holders of Series A Preferred Stock shall have the right to five (5) votes for each share of Series A Preferred Stock. In addition, such holder shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and, except as expressly provided by these Articles of Incorporation or as provided by law, shall be entitled to vote together with holders of Common Stock on all matters upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

4. Conversion.

(a) Subject to Section A(4)(b) of this Article III, each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into One Thousand Five Hundred (1,500) fully paid and nonassessable shares of Common Stock.

(b) Before any holder of shares of any series of Series A Preferred Stock shall be entitled to convert such shares into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued, as applicable. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the

number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) No fractional shares shall be issued upon the conversion of any share or shares of Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(d) In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, or right, and the amount and character of such dividend, distribution, or right.

(e) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(f) Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if

deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

(g) The Corporation will not, except with the approval required by these Articles of Incorporation and applicable law, by amendment of these Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, consolidation, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such actions as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

B. Series B Preferred Stock.

1. Dividend Provisions. The holders of shares of Series B Preferred Stock shall be entitled to receive, when and as declared by the board of directors of the Corporation (the "Board of Directors"), such dividends as may be declared from time to time by the Board of Directors with respect to the Series B Preferred Stock, out of any assets of the Corporation legally available therefor.

2. Dissolution. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, upon completion of the distributions required with respect to the Series C and Series D Preferred Stock, all of the remaining assets of the Corporation shall be distributed among the holders of the Common Stock, the Series A Preferred Stock, and the Series B Preferred Stock pro rata based on the number of shares of Common Stock then held by the holders of the Common stock and the number of shares of Common Stock that the holders of such series of Preferred Stock would have been held had they converted their shares of Preferred Stock into Common Stock immediately before such event at the then effective conversion price and/or conversion rate for each such series.

3. Voting Rights. Except as expressly provided by these Articles of Incorporation or as provided by law, the holders of Series B Preferred Stock shall have the right to a number of votes for each share of Series B Preferred Stock then outstanding, equal to (a) four (4) times the sum of the number of shares of Common Stock then issued and outstanding, the number of shares of Series A Preferred Stock then issued and outstanding, the number of shares of Series C Preferred Stock then issued and outstanding, and the number of shares of Series D Preferred Stock then issued and outstanding, all as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of shareholders is solicited, divided by (b) the number of shares of Series B Preferred Stock issued and outstanding as of the record date. In addition, such holder shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and, except as expressly provided by these Articles of Incorporation or as provided by law, shall be entitled to vote together with holders of Common Stock on all matters upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all

shares into which shares of Series B Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

4. Conversion.

(a) Subject to Section B(4)(b) if this Article III, each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into five (5) fully paid and nonassessable shares of Common Stock.

(b) Before any holder of shares of any series of Series B Preferred Stock shall be entitled to convert such shares into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Series B Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued, as applicable. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) No fractional shares shall be issued upon the conversion of any share or shares of Series B Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(d) In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series B Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the

date on which any such record is to be taken for the purpose of such dividend, distribution, or right, and the amount and character of such dividend, distribution, or right.

(e) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series B Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(f) Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series B Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

(g) The Corporation will not, except with the approval required by these Articles of Incorporation and applicable law, by amendment of these Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, consolidation, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such actions as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series B Preferred Stock against impairment.

C. Series C Preferred Stock.

1. Initial Price. The initial price per share of Series C Preferred Stock (the "Initial Price") shall be \$2.50 per share. The Initial Price may be changed by the Board of Directors until such time as a listed secondary and/or listed public market develops for the Common Stock of the Corporation.

2. Dividend Provisions. The holders of shares of Series C Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, such dividends as may be declared from time to time by the Board of Directors with respect to the Series C Preferred Stock, out of any assets of the Corporation legally available therefor.

3. Dissolution. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu with the holders of the Series D Preferred Stock, an amount per share equal to \$1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends (the "Series C Liquidation Amount"). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series C Preferred Stock and Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock and Series D Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

4. Voting Rights. Except as expressly provided by these Articles of Incorporation or as provided by law, the holders of Series C Preferred Stock shall have the right to ten (10) votes for each share of Series C Preferred Stock held by such holder. In addition, such holder shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and, except as expressly provided by these Articles of Incorporation or as provided by law, shall be entitled to vote together with holders of Common Stock on all matters upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available shall be rounded to the nearest whole number (with one-half being rounded upward).

5. Conversion.

(a) Subject to Section C(5)(b) and (c), on or after the first anniversary of the issuance of such share of Series C Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which case on or after the six month anniversary of the issuance of such share), each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) \$1.00 (as adjusted for stock splits, stock dividends, reclassification and the like) by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The Conversion Price per share as of the Effective Time shall be the par value of the Series C Preferred Stock as of the date of conversion. Such Conversion Price shall hereafter be subject to adjustment as set forth in Section C(5)(b) and (c) below.

(b) Before any holder of shares of any series of Series C Preferred Stock shall be entitled to convert such shares into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Series C Preferred

Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued, as applicable. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series C Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series C Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) The Conversion Price shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should at any time, after the Effective Time, fix a record date for (A) the effectuation of a split or subdivision of the outstanding shares of Common Stock or (B) the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock without payment of any consideration by such holder for the additional shares of Common Stock, then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the applicable Conversion Price of Series C Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding.

(ii) If the number of shares of Common Stock outstanding at any time after the Effective Time is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price of Series C Preferred Stock shall not be adjusted.

(d) No fractional shares shall be issued upon the conversion of any share or shares of Series C Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series C Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.



(e) In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series C Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, or right, and the amount and character of such dividend, distribution, or right.

(f) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series C Preferred Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series C Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series C Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(g) Any notice required by the provisions of this Section 5 to be given to the holders of shares of Series C Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

(h) The Corporation will not, except with the approval required by these Articles of Incorporation and applicable law, by amendment of these Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, consolidation, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such actions as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series C Preferred Stock against impairment.

D. Series D Preferred Stock.

1. Dividend Provisions. The holders of shares of Series D Preferred Stock shall be entitled to receive, when and as declared by the board of directors of the Corporation (the "Board of Directors"), such dividends as may be declared from time to time by the Board of Directors with respect to the Series D Preferred Stock, out of any assets of the Corporation legally available therefor.

2. Dissolution. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock by reason of their ownership thereof, but pari passu with the holders of the Series C Preferred Stock, an amount per share equal to \$1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series D Preferred Stock then held by them, plus declared but unpaid dividends (the "Series D Liquidation Amount"). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series C Preferred Stock and Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock and Series D Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

3. Voting Rights. Except as expressly provided by these Articles of Incorporation or as provided by law, the holders of Series D Preferred Stock shall have the right to one (1) vote for each share of Series D Preferred Stock held by such holder. In addition, such holder shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and, except as expressly provided by these Articles of Incorporation or as provided by law, shall be entitled to vote together with holders of Common Stock on all matters upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available shall be rounded to the nearest whole number (with one-half being rounded upward).

4. Conversion.

(a) Subject to Sections D(4)(b) and (c), on or after the first anniversary of the issuance of such share of Series D Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which case on or after the six month anniversary of the issuance of such share), each share of Series D Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into five hundred (500) fully paid and nonassessable shares of Common Stock (the "Conversion Rate"). Such Conversion Rate shall hereafter be subject to adjustment as set forth in Section D(4)(b) and (c) below.

(b) Before any holder of shares of any series of Series D Preferred Stock shall be entitled to convert such shares into shares of Common Stock, the holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such Series D Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued, as applicable. The Corporation shall, as soon as practicable thereafter,

issue and deliver at such office to such holder of Series D Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series D Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) The Conversion Rate shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should at any time, after the Effective Time, fix a record date for (A) the effectuation of a split or subdivision of the outstanding shares of Common Stock or (B) the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock without payment of any consideration by such holder for the additional shares of Common Stock, then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the applicable Conversion Rate of Series D Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding.

(ii) If the number of shares of Common Stock outstanding at any time after the Effective Time is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Rate of Series D Preferred Stock shall not be adjusted.

(d) No fractional shares shall be issued upon the conversion of any share or shares of Series D Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded down to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series D Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any such fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(e) In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any

shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series D Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, or right, and the amount and character of such dividend, distribution, or right.

(f) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series D Preferred Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series D Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series D Preferred Stock, in addition to such other remedies as shall be available to the holder of such shares of Series D Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(g) Any notice required by the provisions of this Section 4 to be given to the holders of shares of Series D Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

(h) The Corporation will not, except with the approval required by these Articles of Incorporation and applicable law, by amendment of these Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, consolidation, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such actions as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series D Preferred Stock against impairment.

E. Common Stock.

1. Dividend Provisions. The holders of shares of Common Stock shall be entitled to receive, when and as declared by the board of directors of the Corporation (the "Board of Directors"), such dividends as may be declared from time to time by the Board of Directors with respect to the Common Stock, out of any assets of the Corporation legally available therefor.

2. Dissolution. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, upon completion of the distributions required with respect to the Series C and Series D Preferred Stock, all of the remaining

assets of the Corporation shall be distributed among the holders of the Common Stock, the Series A Preferred Stock, and the Series B Preferred Stock pro rata based on the number of shares of Common Stock then held by the holders of the Common stock and the number of shares of Common Stock that the holders of such series of Preferred Stock would have been held had they converted their shares of Preferred Stock into Common Stock immediately before such event at the then effective conversion price and/or conversion rate for each such series.

3. Voting Rights. Except as expressly provided by these Articles of Incorporation or as provided by law, the holders of Common Stock shall have the right to one (1) vote for each share of Common Stock held by such holder. In addition, such holder shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and, except as expressly provided by these Articles of Incorporation or as provided by law, shall be entitled to vote together with holders of Common Stock on all matters upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available shall be rounded to the nearest whole number (with one-half being rounded upward). Any right of the holders of shares of Common Stock to vote as a class on any amendment to these Articles of Incorporation that would adversely alter or change any preference or relative or other right given to the shares of Common Stock is specifically denied.

#### **ARTICLE VI Incorporator**

The incorporator is Marc A. Indeglia, Esq., 11900 West Olympic Boulevard, Suite 770, Los Angeles, California 90064.

#### **ARTICLE VII Purpose**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Wyoming.

#### **ARTICLE VIII Directors**

The authorized number of directors as of the date of filing of these Articles of Incorporation shall initially be one (1). The number of directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of the Corporation.

#### **ARTICLE IX Purpose**

The Corporation shall have perpetual existence.

**ARTICLE X**  
**Cumulative Voting**

Cumulative voting shall not be permitted by the Corporation.

**ARTICLE XI**  
**Board of Directors**

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized as follows:

A. Subject to the Bylaws, if any, adopted by the shareholders, to make, alter or amend the Bylaws of the Corporation.

B. To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

C. By resolution passed by a majority of the Board of Directors, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name and names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

D. When and as authorized by the affirmative vote of shareholders holding stock entitling them to exercise at least a majority of the voting power given at a shareholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the Corporation.

**ARTICLE XII**  
**Shareholder Meetings**

Meetings of shareholders may be held outside the State of Wyoming, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Wyoming at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**ARTICLE XIII**  
**Limitation of Liability; Indemnification**

The personal liability of a director or officer to the Corporation or its shareholders for damages for breach of fiduciary duty as a director or officer shall be eliminated to the fullest extent permissible under Wyoming law except for the following: (a) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law; or (b) the payment of distributions in violation of Section 17-16-833 of the Wyoming Business Corporation Act.

If the Wyoming Business Corporation Act is hereinafter amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Wyoming Business Corporation Act, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by law, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason that he or she, or his or her testator or intestate, is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Any repeal or modification of the foregoing provisions of Article XIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing prior to the date when such repeal or modification becomes effective.

**ARTICLE XIV**  
**Amendment to Articles of Incorporation**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by these Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

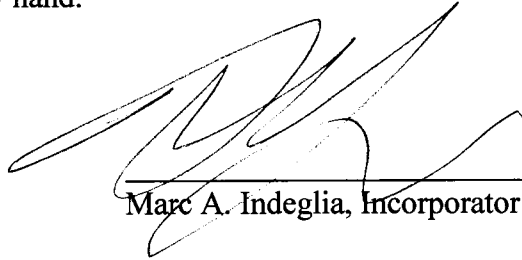
**ARTICLE XV**  
**Share Splits**

The Corporation may, by resolution or resolutions adopted by the Board of Directors and without obtaining approval of the shareholders of the Corporation, increase or decrease the number of issued and outstanding shares of a class or series of its authorized capital stock held by each shareholder of record of such class or series without correspondingly increasing or decreasing the number of authorized shares of such class or series. The resolution may, but is not required to, also provide for an increase or decrease of the number of authorized shares of such class or series in either a corresponding or disproportionate ratio to the increase or decrease in the number of issued and outstanding shares of such class or series. The resolution may also provide for a change of the par value, if any, of the same class or series of the shares increased or decreased. An increase or decrease of the number of issued and outstanding shares of a class or series of authorized capital stock does not have to be approved by either (a) the vote of shareholders holding a majority of the voting power of the affected class or series, or (b) the vote

of the holders of shares representing a majority of the voting power of any class or series whose preference or rights are adversely affected by the increase or decrease.

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Wyoming Business Corporation Act of the State of Wyoming, do make, file and record these Articles of Incorporation, hereby declaring and certifying under penalty of perjury that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand.

Dated: September 12, 2014



Marc A. Indeglia, Incorporator

Contact Person: Marc A. Indeglia  
Daytime Phone: (310) 982-2720  
Email: [info@indegliacarney.com](mailto:info@indegliacarney.com)





**Wyoming Secretary of State**

State Capitol Building, Room 110

200 West 24<sup>th</sup> Street

Cheyenne, WY 82002-0020

Ph. 307.777.7311

Fax 307.777.5339

Email: [Business@wyo.gov](mailto:Business@wyo.gov)

**Consent to Appointment by Registered Agent**


I, **Vcorp Services, LLC**, registered office located at  
*(name of registered agent)*

**1876 Horse Creek Rd**  
**Cheyenne, WY 82009** voluntarily consent to serve

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

as the registered agent for **Harvey Westbury Corp.**  
*(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:   
*(Shall be executed by the registered agent.)*

Date: **09/16/2014**  
*(mm/dd/yyyy)*

Print Name: **Sarah Rayburn** Daytime Phone: **(845) 425-0077**

Title: **Assistant Secretary** Email: **notices@vcorpervices.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.

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

**CERTIFICATE OF INCORPORATION**

**Harvey Westbury Corp.**

Accordingly, the undersigned, by virtue of the authority vested in me by the law, hereby issues this Certificate.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **24th** day of **September, 2014**.



Filed Date: 09/24/2014

*Max Maxfield*  
Secretary of State

By: Jennifer Trabing

**WYOMING SECRETARY OF STATE  
OFFICIAL RECEIPT**

Thank you for your payment!

**DO NOT PAY!  
THIS IS NOT A BILL.**

Amount Paid: **\$150.00**


Receipt #: **810604**


Receipt Date: **September 24, 2014**

Processed By: **JENNIFER . TRABING**

Corp #: **2014-000672585**

VCorp Services LLC  
20 Robert Pitt Dr Ste 214  
Monsey, NY 10952

Payment	Reference	Amount
CHECK	100791	150.00
<b>TOTAL PAYMENT</b>		<b>\$150.00</b> 

Description of Charges	Invoice #	Sec. File #	Quantity	Unit Price	Total
CFD - Corporation Filing - Domestic			1	100.00	100.00
CFD - Corporation Filing - Domestic			1	50.00	50.00
<b>TOTAL CHARGES PAID</b>					<b>\$150.00</b> 

**In Reference To:**

Harvey Westbury Corp.

**Comments:**

SECRETARY OF STATE  
State Capitol, 200 W. 24th St.  
Cheyenne, WY 82002-0020

PAD or Billing Questions?  
(307) 777-5343  
SOSBilling@wyo.gov