

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF CAPITAL FINANCIAL GLOBAL, INC.**

The undersigned officer of Capital Financial Global, Inc., a Nevada corporation, in accordance with Sections 78.385, 78.390, and 78.403 of the Nevada Revised Statutes, does hereby certify that the following are the Restated Articles of Incorporation of Capital Financial Global, Inc. as amended to the date set forth below (as so amended the “Articles of Incorporation”). The following correctly sets forth the text of said Articles of Incorporation:

**ARTICLE I**

The name of this Corporation is “CAPITAL FINANCIAL GLOBAL, INC.” (hereinafter this “Corporation”).

**ARTICLE II**

The name and address of the resident agent is National Registered Agents, Inc., 311 S Division St, Carson City, Nevada 890703.

**ARTICLE III**

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the general corporation laws of Nevada.

**ARTICLE IV**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 3,000,000,000, of which 2,850,000,000 shares having a par value of \$.001 per share shall be a separate class designated as Common Stock, and 150,000,000 shares having a par value of \$.001 per share shall be a separate class designated as Preferred Stock.

**Common Stock**

Except as set forth in this Article IV, all the Common Stock (the “Common Shares”) shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

(i) Voting. Except as may be provided in these Articles of Incorporation or required by law, the Common Stock shall have voting rights in the election of directors and on all other matters presented to stockholders, with each holder of Common Stock being entitled to one vote for each share of Common Stock held of record by such holder on such matters.

(ii) Dividends. Subject to the rights of the holders of any series of Preferred Stock, holders of Common Stock shall be entitled to receive such dividends and distributions (whether payable in cash or otherwise) as may be declared on the Common Shares by the board of directors of the Corporation from time to time out of assets or funds of the Corporation legally available therefor. Stock Dividends with respect to Common Stock may be paid only with shares of Common Stock.

(iii) Rights on Liquidation. Subject to the rights of the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding-up of the Corporation (whether voluntary or involuntary), the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of Common Stock. For purposes of this paragraph, a merger, statutory share

exchange, consolidation or similar corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), or the sale, transfer or lease by the Corporation of all or substantially all its assets, shall not constitute or be deemed a liquidation, dissolution or winding-up of the Corporation.

Subject to the rights, if any, of the holders of any series of Preferred Stock set forth in a certificate of designations, an amendment of these Articles of Incorporation to increase or decrease the number of authorized shares of Common Stock (but not below the number of shares thereof then outstanding) must be adopted by resolution adopted by the board of directors of the Corporation and approved by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Common Stock of the Corporation and all other outstanding shares of stock of the Corporation entitled to vote thereon irrespective of the provisions of any conflicting state law or any similar provision hereafter enacted, with such outstanding shares of Common Stock and other stock considered for this purpose as a single class, and no vote of the holders of any series of Preferred Stock, voting as a separate class, shall be required therefor.

### **Preferred Stock**

Shares of Preferred Stock may be issued in one or more series from time to time as determined by the board of directors of the Corporation, and the board of directors of the Corporation is authorized to fix by resolution or resolutions the designations and the powers, preferences and rights, and the qualifications, limitations and restrictions thereof, of the shares of each series of Preferred Stock, including the following:

(i) the distinctive serial designation of such series which shall distinguish it from other series;

(ii) the number of shares included in such series;

(iii) whether dividends shall be payable to the holders of the shares of such series and, if so, the basis on which such holders shall be entitled to receive dividends (which may include, without limitation, a right to receive such dividends or distributions as may be declared on the shares of such series by the board of directors of the Corporation, a right to receive such dividends or distributions, or any portion or multiple thereof, as may be declared on the Common Stock or any other class of stock or, in addition to or in lieu of any other right to receive dividends, a right to receive dividends at a particular rate or at a rate determined by a particular method, in which case such rate or method of determining such rate may be set forth), the form of such dividend, the relative priority, any conditions on which such dividends shall be payable and the date or dates, if any, on which such dividends shall be payable;

(iv) whether dividends on the shares of such series shall be cumulative and, if so, the date or dates or method of determining the date or dates from which dividends on the shares of such series shall be cumulative;

(v) the amount or amounts, if any, which shall be payable out of the assets of the Corporation to the holders of the shares of such series upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of the shares of such series;

(vi) the price or prices (in cash, securities or other property or a combination thereof) at which, the period or periods within which and the terms and conditions upon which the shares of such series may be redeemed, in whole or in part, at the option of the Corporation or at the option of the holder or holders thereof or upon the happening of a specified event or events;

(vii) the obligation, if any, of the Corporation to purchase or redeem shares of such series pursuant to a sinking fund or otherwise and the price or prices (in cash, securities or other property or a combination

thereof) at which, the period or periods within which and the terms and conditions upon which the shares of such series shall be redeemed or purchased, in whole or in part, pursuant to such obligation;

(viii) whether or not the shares of such series shall be convertible or exchangeable, at any time or times at the option of the holder or holders thereof or at the option of the Corporation or upon the happening of a specified event or events, into shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or any other securities or property of the Corporation or any other entity, and the price or prices (in cash, securities or other property or a combination thereof) or rate or rates of conversion or exchange and any adjustments applicable thereto; and

(ix) whether or not the holders of the shares of such series shall have voting rights, in addition to the voting rights provided by law, and if so the terms of such voting rights, which may provide, among other things and subject to the other provisions of these Articles of Incorporation, that each share of such series shall carry one vote or more or less than one vote per share, that the holders of such series shall be entitled to vote on certain matters as a separate class (which for such purpose may be comprised solely of such series or of such series and one or more other series or classes of stock of the Corporation) and that all the shares of such series entitled to vote on a particular matter shall be deemed to be voted on such matter in the manner that a specified portion of the voting power of the shares of such series or separate class are voted on such matter.

For all purposes, these Articles of Incorporation shall include each existing certificate of designations (if any) setting forth the terms of a series of Preferred Stock.

Subject to the rights, if any, of the holders of any series of Preferred Stock set forth in a certificate of designations, an amendment of these Articles of Incorporation to increase or decrease the number of authorized shares of any series of Preferred Stock (but not below the number of shares thereof then outstanding) may be adopted by resolution adopted by the board of directors of the Corporation and approved by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Common Stock of the Corporation and all other outstanding shares of stock of the Corporation entitled to vote thereon irrespective of the provisions of any conflicting state law or any similar provision hereafter enacted, with such outstanding shares of Common Stock and other stock considered for this purpose as a single class, and no vote of the holders of any series of Preferred Stock, voting as a separate class, shall be required therefor.

Except as otherwise required by law or provided in the certificate of designations for the relevant series, holders of Common Shares, as such, shall not be entitled to vote on any amendment of these Articles of Incorporation that adversely alters or changes the powers, preferences, rights or other terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other series of Preferred Stock, to vote thereon as a separate class pursuant to these Articles of Incorporation or pursuant to state law as then in effect.

Pursuant to the authority conferred by this Article IV upon the board of directors of the Corporation, the board of directors of the Corporation created a series of shares of Preferred Stock designated as Series A Preferred Stock on April 15, 2010, and further amended and restated on May 10, 2017, which are filed with the Secretary of State of the State of Nevada, and the voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Corporation's Series A Preferred Stock, are set forth in Appendix A hereto and are incorporated herein by reference.

Pursuant to the authority conferred by this Article IV upon the board of directors of the Corporation, the board of directors of the Corporation created a series of shares of Preferred Stock designated as Series B Preferred Stock on July 29, 2010, and further amended and restated on May 10, 2017, which

are filed with the Secretary of State of the State of Nevada, and the voting powers, designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Corporation's Series B Preferred Stock, are set forth in Appendix B hereto and are incorporated herein by reference.

#### **ARTICLE V**

The members of the governing board of this Corporation shall be styled directors and the number thereof at the recordation of the Articles of Incorporation of this Corporation is two (2), and shall continue to be at least two (2). The Shareholders shall have the power, by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of Common Stock of the Corporation and all other outstanding shares of stock of the Corporation entitled to vote thereon, to elect and remove directors at any time, with or without cause. The Directors need not be Shareholders of this corporation, nor residents of the State of Nevada.

Subject to the provisions contained in this article V, the number of Directors may from time to time be increased or decreased in such manner as shall be provided for by the By-Laws of this Corporation.

#### **ARTICLE VI**

The Capital stock of this Corporation, after the amount of the subscription price has been paid in, shall never be assessable, or assessed to pay debts of this Corporation.

#### **ARTICLE VII**

The period of duration of this Corporation shall be perpetual unless otherwise amended by the Shareholders.

#### **ARTICLE VIII**

The Shareholders and Directors shall have the power to adopt and to alter or amend the By-Laws; to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens, without limit as to amount, upon the property and franchise of this Corporation.

With the consent in writing and pursuant to a vote of the majority of the voting power of the common stock, the Directors shall have the authority to dispose of, in any manner the whole property of this Corporation.

The Shareholders and Directors shall have the power to hold meetings and keep the books, documents and papers of the Corporation within, or without, of the State of Nevada, at such places as may be from time to time designated by the By-Laws or by resolution of the Shareholders and Directors except as otherwise required by the laws of Nevada.

The Shareholders and Directors shall have the power to authorize actions of the Corporation through issuance of resolutions by written consent without a meeting, provided that such consent is indicated by execution of the resolution by a majority of such Shareholders or Directors.

#### **ARTICLE IX**

After the formation of this Corporation, each Shareholder shall be entitled to purchase and/or subscribe for the number of shares of this corporation which may hereafter be authorized and issued for money. Each Shareholder shall have the same rights as any individual to purchase said stock, but shall not have any pre-emptive rights as that term is defined under NRS 78.265.

## **ARTICLE X—INDEMNIFICATION**

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

## **ARTICLE XI—LIMITATION OF LIABILITY**

To the fullest extent permitted by Nevada Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

## **ARTICLE XII—SELF DEALING**

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also an interested party or a director of such subsidiary or corporation.

**IN WITNESS WHEREOF**, I, the undersigned corporate officer, in accordance with the laws of the State of Nevada, do make, file and record this Certificate of Amended and Restated Articles of Incorporation, and do certify that the facts herein are true and I have accordingly hereunto set my hand this 11<sup>th</sup> day of May, 2017:

## **OFFICER CERTIFICATION**

/s/ Paul Edward Norat

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Paul Norat  
Chairman, President & CEO

**AMENDED CERTIFICATE OF DESIGNATION OF RIGHTS,  
POWERS, LIMITATIONS, RESTRICTIONS, AND PREFERENCES  
OF SERIES A PREFERRED STOCK  
OF CAPITAL FINANCIAL GLOBAL, INC.**

On behalf of Capital Financial Global, Inc., a Nevada corporation (the “Corporation”), the undersigned hereby certifies that, pursuant to and in accordance with Sections 78.195 and 78.1955 of the Nevada Revised Statutes (“NRS”), the following resolution has been duly adopted by the board of directors of the Corporation (the “Board”):

RESOLVED: Pursuant to the authority granted to and vested in the Board by Article IV of the amended and restated articles of incorporation of the Corporation (the “Articles of Incorporation”), there hereby is created, out of the one hundred and fifty million (150,000,000) shares of preferred stock, par value \$0.001 per share, of the Corporation authorized by Article IV of the Articles of Incorporation (the “Preferred Stock”), a series of Preferred Stock, consisting of 100 shares, which series shall have the following powers, designations, preferences, rights, qualifications, limitations and restrictions:

**Series A Preferred Stock**

The specific powers, preferences, rights and limitations of the Series A Preferred Stock are as follows:

- 1) **Designation; Par Value.** This series of Preferred Stock shall be designated and known as “Series A Preferred Stock,” and shall have a par value of \$.001 per share (the “Series A”). Each share of Series A shall be identical in all respects to every other share of Series A.
- 2) **Number of Shares.** The authorized number of shares of Series A shall be 100. Any shares of Series A that are redeemed, purchased or otherwise acquired by the Corporation, or converted into another series of stock, shall be cancelled and shall revert to authorized but unissued shares of Series A.
- 3) **Dividends.** The holders of the Series A (each, a “Holder”), shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on any other series or class of the capital stock of the Corporation, if, as and when declared by the board of directors.
- 4) **Conversion to Common Stock (1 for 1.05% of Outstanding Common).** Each Holder of Series A will have the right to convert each share of Series A, at the option of the Holder, at any time, into the number of the Corporation's common stock, par value \$0.001 per share (the “Common Stock”) that is equal to 1.05% of the then issued and outstanding number of common shares of the Corporation (the “Conversion Ratio”), on a fully-diluted basis.
  - a) **Conversion as a Class.** The Series A is convertible only as a class, together.
  - b) **No Antidilution / Concentration Provisions.** The Conversion Ratio of the Series A will NOT be subject to adjustment for common stock dividends, forward stock splits, reverse stock splits, or similar events, to prevent dilution or concentration in the event that the Company issues additional shares of common stock or reduces the number of shares of common stock authorized or outstanding. The Conversion ratio will not be adjusted for any reason.

- c) Mechanics of Conversion. The conversion of the shares of the Series A shall be conducted in the following manner:
- i) Holder's Delivery Requirements. To convert the shares of the Series A into shares of Common Stock on any date (the "Conversion Date"), the Holder shall: (a) transmit by facsimile (or otherwise deliver) for receipt on or prior to 11:59 p.m., Mountain Standard Time on such date, a copy of a fully executed notice of conversion (the "Conversion Notice") to the Corporation's designated transfer agent (the "Transfer Agent") with a copy thereto to the Corporation, and (b) surrender to a common carrier for delivery to the Transfer Agent at such time the original certificates representing the shares of the Series A being converted (or a letter attesting to their loss, theft or destruction with respect to such shares in the case of their loss, theft or destruction) (the "Series A Certificate"), duly endorsed for transfer.
  - ii) Corporation's Response. Upon receipt by the Corporation of a copy of the Conversion Notice, the Corporation shall immediately send, via electronic mail or facsimile, a confirmation of receipt of such Conversion Notice to the Holder and the Transfer Agent, which confirmation shall constitute an instruction to the Transfer Agent to process such Conversion Notice in accordance with the terms herein. Upon receipt by the Transfer Agent of the Series A Certificates to be converted pursuant to the Conversion Notice, the Transfer Agent shall, on the next business day following the date of receipt (or the second business day following the date of receipt if received after 11:00 a.m. local time of the Transfer Agent), issue and surrender to a common carrier for overnight delivery to the, address as specified in the Conversion Notice, a certificate registered in the name of the Holder or its designee for a number of shares of Common Stock to which the Holder shall be entitled. If the number of the shares of the Series A represented by the Series A Certificate(s) submitted for conversion is greater than the number of Preferred Stock being converted, then the Transfer Agent shall, as soon as practicable and in no event later than three (3) business days after receipt of the Series A Certificate(s), issue and deliver to the Holder a new Series A Certificate representing the number of the shares of the Series A not converted.
  - iii) Record Holder. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion of the shares of the Series A shall be treated for all purposes as the record holder of such shares of Common Stock on the Conversion Date.
- d) Taxes. The Corporation shall pay any and all taxes that may be payable with respect to the issuance and delivery of the Common Stock upon the conversion of the shares of the Series A.
- e) Charges. The issuance of certificates representing Common Stock upon conversion of the Series A as hereinabove set forth shall be made without charge for any expense or issuance tax in respect thereof, provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of shares converted.
- 5) Redemption. The Series A will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Series A will have no right to require redemption or repurchase of any shares of Series A.
- 6) Voting Rights. Each share of Series A shall be entitled to the number of votes to which the Holders thereof would be entitled if they converted their shares of Series A to Common Stock at the time of voting, in accordance with Section 4 hereof.
- 7) Liquidation, Dissolution, Winding-Up. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Holders of the shares of the Series A shall be entitled to, after any distribution or payment is made upon any shares of capital stock of the

Corporation having a liquidation preference senior to the Series A, receive a distribution ratably of all the assets of the Corporation then remaining, on an as converted basis (in accordance with Section 4 hereof), pari passu with the Common Stock. If assets other than cash are distributed pursuant to this Section, the valuation of such assets will be made by the Board of Directors acting in good faith.

- 8) Protective Provisions. So long as any shares of the Series A are outstanding, this Corporation shall not, without first obtaining the written approval of a two-third (2/3) majority of the Holders of Series A, voting as a class, amend its Certificate of Incorporation to (a) alter or change the Amended Certificate of Designation, the rights, preferences or privileges of the Series A, or (b) alter or change the powers, preferences or rights of any other class of the Corporation's stock, or the qualifications, limitations or restrictions thereof, if any such alteration or change would adversely affect the rights of the Series A Holders. Specifically, the Corporation shall not (i) authorize or create any class of stock ranking as to dividends or distribution of assets upon a liquidation senior to or otherwise pari passu with the Series A, or any of preferred stock possessing greater voting rights or the right to convert at a more favorable price than the Series A, (ii) amend its Articles of Incorporation or other charter documents in breach of any of the provisions hereof, (iii) increase the authorized number of shares of Series A, or (iv) enter into any agreement with respect to the foregoing. Notwithstanding the foregoing, the Corporation may, without approval of the Series A Holders create new classes or series of preferred stock junior to the Series A.
- 9) Reservation of Common Stock. The Corporation will at all times reserve and keep available out of its authorized but unissued shares of Common Stock or its treasury shares of Common Stock, solely for the purpose of issuance upon the conversion of the Series A, the maximum number of shares of Common Stock as then could be issuable upon the conversion of all then outstanding shares of the Series A (in accordance with Section 4 hereof). The Corporation will take immediate action to increase the authorized number of shares, if necessary, to accommodate conversion of the Series A. All shares of Common Stock which are issuable upon conversion of the Series A in accordance with this Certificate of Designation will, when so issued, be duly authorized, validly issued, fully paid and non-assessable. The Corporation will take all action that may be necessary to assure that all shares of Common Stock issuable upon such conversion may be so issued without violation of any law, regulation or agreement applicable to the Corporation.
- 10) Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series A, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share (with one-half being rounded upward).
- 11) Registration Rights. Each Holder holding any Series A which has been converted to Common Stock hereunder, and which have not been: (i) sold to a broker, dealer or underwriter in a public distribution or public securities transaction, or (ii) sold in a transaction exempt from the registration and prospectus delivery requirements of the Securities Act of 1933, as amended (the "Act") pursuant to Rule 144 thereunder (the "Registrable Securities"), shall have the following registration rights:
  - a) Demand Rights. Each Holder of Registrable Securities (together with all other shareholders joining in such demand as provided below, the "Initial Requesting Holders"), may at any time make a written request to the Corporation that the Corporation file a registration statement or similar document under the Act with respect to all or any part of such Holder's or Holders' Registrable Securities (a "Demand Registration"). Within 10 business days after receipt of such request, the Corporation shall give written notice of such Demand Registration request (including therein the number of Registrable Securities included in such demand and the parties making such demand) to all other Holders of Registrable Securities (the "Demand Notice"). Such other Holders will have the right to join in making such a demand by giving written notice to the Corporation of such Holder's election to participate in such Demand Registration and the number of such Holder's Registrable Securities to be included therein. The Corporation shall cause such registration statement or similar document to be filed with the Securities and Exchange

Commission (“SEC”), and shall include in such registration statement the Registrable Securities which the Corporation has been requested to register by the Initial Requesting Holders, and to cause all such Registrable Securities to be registered under the Act within 90 days of receipt of the Initial Requesting Holders' request.

- b) Piggyback Rights. Each time the Corporation shall determine to file a registration statement under the Act (other than on Form S-4 or Form S-8 or another form not available for registering the Registrable Securities for sale to the public) in connection with the proposed offer and sale of any of its equity securities either for its own account or on behalf of any other security holder, the Corporation shall give prompt written notice of its determination to all Holders (a “Piggyback Notice”). In the event a Holder or Holders, within 20 days after the receipt of the Piggyback Notice, notify the Corporation of their desire that such Registrable Securities be included in the registration statement, the Corporation shall include in the registration statement all such Registrable Securities, all to the extent requisite to permit the sale or other disposition by the prospective Holder(s) of the Registrable Securities to be so registered; *provided, however*, that the Corporation may at any time, in its sole discretion, withdraw or cease proceeding with any such registration if it shall at the same time withdraw or cease proceeding with the registration of all other securities originally proposed to be registered.
  - c) Expenses. The registration expenses (exclusive of underwritten discounts and commissions) of all registrations shall be borne by the Company.
  - d) Restrictions on Issuance. The Corporation agrees not to issue any Common Stock or any securities convertible into or exchangeable or exercisable for Common Stock for the period commencing 15 days prior to the closing of the offering of securities included in any Demand Registration or Piggyback Registration and ending on the 30th day following such closing.
- 12) No Preemptive Rights. No Series A Holder shall be entitled to rights to subscribe for, purchase, or receive, any part of any new or additional shares of any class, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class.
- 13) Remedies, Characterizations, Other Obligations, Breaches and Injunctive Relief. The remedies provided in this Certificate of Designation shall be cumulative and in addition to all other remedies available under this Certificate of Designation, at law or in equity (including a decree of specific performance and/or other injunctive relief), no remedy contained herein shall be deemed a waiver of compliance with the provisions giving rise to such remedy, and nothing herein shall limit a Holder's right to pursue actual damages for any failure by the Corporation to comply with the terms of this Certificate of Designation.
- 14) Specific Shall Not Limit General. No specific provision contained in this Certificate of Designation shall limit or modify any more general provision contained herein.

**IN WITNESS WHEREOF**, the undersigned has signed this Amended Certificate of Designation this 11th day of May, 2017.

**CAPITAL FINANCIAL GLOBAL, INC.**

/s/: Paul Edward Norat

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Paul Edward Norat, Chairman, President and CEO

**AMENDED CERTIFICATE OF DESIGNATION OF RIGHTS,  
POWERS, LIMITATIONS, RESTRICTIONS, AND PREFERENCES  
OF SERIES B PREFERRED STOCK  
OF CAPITAL FINANCIAL GLOBAL, INC.**

On behalf of Capital Financial Global, Inc., a Nevada corporation (the “Corporation”), the undersigned hereby certifies that, pursuant to and in accordance with Sections 78.195 and 78.1955 of the Nevada Revised Statutes (“NRS”), the following resolution has been duly adopted by the board of directors of the Corporation (the “Board”):

RESOLVED: Pursuant to the authority granted to and vested in the Board by Article IV of the amended and restated articles of incorporation of the Corporation (the “Articles of Incorporation”), there hereby is created, out of the one hundred and fifty million (150,000,000) shares of preferred stock, par value \$0.001 per share, of the Corporation authorized by Article IV of the Articles of Incorporation (the “Preferred Stock”), a series of Preferred Stock, consisting of 50,000,000 shares, which series shall have the following powers, designations, preferences, rights, qualifications, limitations and restrictions:

**Series B Preferred Stock**

The specific powers, preferences, rights and limitations of the Series B Preferred Stock are as follows:

- 15) Designation; Par Value. This series of Preferred Stock shall be designated and known as “Series B Preferred Stock,” and shall have a par value of \$.001 per share (the “Series B”). Each share of Series B shall be identical in all respects to every other share of Series B.
- 16) Number of Shares. The authorized number of shares of Series B shall be 50,000,000. Any shares of Series B that are redeemed, purchased or otherwise acquired by the Corporation, or converted into another series of stock, shall be cancelled and shall revert to authorized but unissued shares of Series B.
- 17) Dividends. The holders of the Series B (each, a “Holder”), shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, at the rate of 4% of the Original Purchase Price per share per annum on each outstanding share of Series B payable quarterly when, as and if declared by the Board of Directors. The “Original Purchase Price” shall mean \$1.00 per share. Such dividends shall be cumulative.
- 18) Conversion to Common Stock (1 for 2). Each Holder of Series B will have the right to convert each share of Series B, at the option of the Holder, at any time, into two shares (the “Conversion Ratio”) of the Corporation’s common stock, par value \$0.001 per share (the “Common Stock”). The Conversion Ratio will NOT be adjusted to reflect common stock dividends, stock splits, and similar events.
  - a) Automatic Conversion. The Series B will be automatically converted into common stock, at the Conversion Ratio, if the public market trading price of the Company’s common stock closes above \$0.50 per share for 10 consecutive trading days.

- b) No Antidilution / Concentration Provisions. The Conversion Ratio of the Series B will NOT be subject to adjustment for common stock dividends, forward stock splits, reverse stock splits, or similar events, to prevent dilution or concentration in the event that the Company issues additional shares of common stock or reduces the number of shares of common stock authorized or outstanding. The Conversion ratio will not be adjusted for any reason.
- c) Mechanics of Conversion. The conversion of the shares of the Series B shall be conducted in the following manner:
- i) Holder's Delivery Requirements. To convert the shares of the Series B into shares of Common Stock on any date (the "Conversion Date"), the Holder shall: (a) transmit by facsimile (or otherwise deliver) for receipt on or prior to 11:59 p.m., Mountain Standard Time on such date, a copy of a fully executed notice of conversion (the "Conversion Notice") to the Corporation's designated transfer agent (the "Transfer Agent") with a copy thereto to the Corporation, and (b) surrender to a common carrier for delivery to the Transfer Agent at such time the original certificates representing the shares of the Series B being converted (or a letter attesting to their loss, theft or destruction with respect to such shares in the case of their loss, theft or destruction) (the "Series B Certificate"), duly endorsed for transfer.
  - ii) Corporation's Response. Upon receipt by the Corporation of a copy of the Conversion Notice, the Corporation shall immediately send, via electronic mail or facsimile, a confirmation of receipt of such Conversion Notice to the Holder and the Transfer Agent, which confirmation shall constitute an instruction to the Transfer Agent to process such Conversion Notice in accordance with the terms herein. Upon receipt by the Transfer Agent of the Series B Certificates to be converted pursuant to the Conversion Notice, the Transfer Agent shall, on the next business day following the date of receipt (or the second business day following the date of receipt if received after 11:00 a.m. local time of the Transfer Agent), issue and surrender to a common carrier for overnight delivery to the, address as specified in the Conversion Notice, a certificate registered in the name of the Holder or its designee for a number of shares of Common Stock to which the Holder shall be entitled. If the number of the shares of the Series B represented by the Series B Certificate(s) submitted for conversion is greater than the number of Preferred Stock being converted, then the Transfer Agent shall, as soon as practicable and in no event later than three (3) business days after receipt of the Series B Certificate(s), issue and deliver to the Holder a new Series B Certificate representing the number of the shares of the Series B not converted.
  - iii) Record Holder. The person or persons entitled to receive the shares of Common Stock issuable upon a conversion of the shares of the Series B shall be treated for all purposes as the record holder of such shares of Common Stock on the Conversion Date.
- d) Taxes. The Corporation shall pay any and all taxes that may be payable with respect to the issuance and delivery of the Common Stock upon the conversion of the shares of the Series B.
- e) Charges. The issuance of certificates representing Common Stock upon conversion of the Series B as hereinabove set forth shall be made without charge for any expense or issuance tax in respect thereof, provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of shares converted.

- 19) Redemption. The Series B will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Series B will have no right to require redemption or repurchase of any shares of Series B.
- 20) Voting Rights. The holders of Series B shall have no voting rights with respect to the shares of Series B.
- 21) Liquidation, Dissolution, Winding-Up. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Holders of the shares of the Series B shall be entitled, after any distribution or payment is made upon any shares of capital stock of the Corporation having a liquidation preference senior to the Series B, but before any distribution or payment is made upon any shares of Common Stock, or other capital stock of the Corporation having a liquidation preference junior to the Series B, to be paid in cash the sum of \$1.00 per share, subject to appropriate adjustments for subdivisions or combinations of the outstanding shares of the Series B effected after the date hereof (the "Liquidation Preference Price"). If upon such liquidation, dissolution or winding up, the assets to be distributed among the Series B Holders and all other shares of capital stock of the Corporation having the same liquidation preference as the Series B shall be insufficient to permit payment to said holders of such amounts, then all of the assets of the Corporation then remaining shall be distributed ratably among the Series B Holders and such other capital stock of the Corporation having the same liquidation preference as the Series B, if any. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after provision is made for Series B Holders and any other shares, then outstanding, of capital stock of the Corporation having the same liquidation preference as the Series B as provided above, the holders of Common Stock and other capital stock of the Corporation having a liquidation preference junior to the Series B shall be entitled to receive ratably all remaining assets of the Corporation to be distributed. If assets other than cash are distributed pursuant to this Section, the valuation of such assets will be made by the Board of Directors acting in good faith.
- 22) Protective Provisions. So long as any shares of the Series B are outstanding, this Corporation shall not, without first obtaining the written approval of a simple majority of the Holders of Series B, voting as a class, amend its Certificate of Incorporation to (i) alter or change the rights, preferences or privileges of the Series B, or (ii) alter or change the powers, preferences or rights of any other class of the Corporation's stock, or the qualifications, limitations or restrictions thereof, if any such alteration or change would adversely affect the rights of the Series B Holders. Notwithstanding the foregoing, the Corporation may, without approval of the Series B Holders, increase the number of authorized shares of the Series B, and create new classes or series of preferred stock junior to the Series B.
- 23) Reservation of Common Stock. The Corporation will at all times reserve and keep available out of its authorized but unissued shares of Common Stock or its treasury shares of Common Stock, solely for the purpose of issuance upon the conversion of the Series B, the maximum number of shares of Common Stock as then could be issuable upon the conversion of all then outstanding shares of the Series B (in accordance with Section 4 hereof). The Corporation will take immediate action to increase the authorized number of shares, if necessary, to accommodate conversion of the Series B. All shares of Common Stock which are issuable upon conversion of the Series B in accordance with this Certificate of Designation will, when so issued, be duly authorized, validly issued, fully paid and non-assessable. The Corporation will take all action that may be necessary to assure that all shares of Common Stock issuable upon such conversion may be so issued without violation of any law, regulation or agreement applicable to the Corporation.

- 24) Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series B, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share (with one-half being rounded upward).
- 25) Registration Rights. Each Holder holding any Series B which has been converted to Common Stock hereunder, and which have not been: (i) sold to a broker, dealer or underwriter in a public distribution or public securities transaction, or (ii) sold in a transaction exempt from the registration and prospectus delivery requirements of the Securities Act of 1933, as amended (the “Act”) pursuant to Rule 144 thereunder (the “Registrable Securities”), shall have the following registration rights:
- a) Demand Rights. Each Holder of Registrable Securities (together with all other shareholders joining in such demand as provided below, the “Initial Requesting Holders”), may at any time make a written request to the Corporation that the Corporation file a registration statement or similar document under the Act with respect to all or any part of such Holder's or Holders' Registrable Securities (a “Demand Registration”). Within 10 business days after receipt of such request, the Corporation shall give written notice of such Demand Registration request (including therein the number of Registrable Securities included in such demand and the parties making such demand) to all other Holders of Registrable Securities (the “Demand Notice”). Such other Holders will have the right to join in making such a demand by giving written notice to the Corporation of such Holder's election to participate in such Demand Registration and the number of such Holder's Registrable Securities to be included therein. The Corporation shall cause such registration statement or similar document to be filed with the Securities and Exchange Commission (“SEC”), and shall include in such registration statement the Registrable Securities which the Corporation has been requested to register by the Initial Requesting Holders, and to cause all such Registrable Securities to be registered under the Act within 90 days of receipt of the Initial Requesting Holders' request.
  - b) Piggyback Rights. Each time the Corporation shall determine to file a registration statement under the Act (other than on Form S-4 or Form S-8 or another form not available for registering the Registrable Securities for sale to the public) in connection with the proposed offer and sale of any of its equity securities either for its own account or on behalf of any other security holder, the Corporation shall give prompt written notice of its determination to all Holders (a “Piggyback Notice”). In the event a Holder or Holders, within 20 days after the receipt of the Piggyback Notice, notify the Corporation of their desire that such Registrable Securities be included in the registration statement, the Corporation shall include in the registration statement all such Registrable Securities, all to the extent requisite to permit the sale or other disposition by the prospective Holder(s) of the Registrable Securities to be so registered; *provided, however*, that the Corporation may at any time, in its sole discretion, withdraw or cease proceeding with any such registration if it shall at the same time withdraw or cease proceeding with the registration of all other securities originally proposed to be registered.
  - c) Expenses. The registration expenses (exclusive of underwritten discounts and commissions) of all registrations shall be borne by the Company.
  - d) Restrictions on Issuance. The Corporation agrees not to issue any Common Stock or any securities convertible into or exchangeable or exercisable for Common Stock for the period commencing 15 days prior to the closing of the offering of securities included in any Demand Registration or Piggyback Registration and ending on the 30th day following such closing.
- 26) No Preemptive Rights. No Series B Holder shall be entitled to rights to subscribe for, purchase, or receive, any part of any new or additional shares of any class, whether now or hereinafter authorized,

or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class.

- 27) Remedies, Characterizations, Other Obligations, Breaches and Injunctive Relief. The remedies provided in this Certificate of Designation shall be cumulative and in addition to all other remedies available under this Certificate of Designation, at law or in equity (including a decree of specific performance and/or other injunctive relief), no remedy contained herein shall be deemed a waiver of compliance with the provisions giving rise to such remedy, and nothing herein shall limit a Holder's right to pursue actual damages for any failure by the Corporation to comply with the terms of this Certificate of Designation.
- 28) Specific Shall Not Limit General. No specific provision contained in this Certificate of Designation shall limit or modify any more general provision contained herein.

**IN WITNESS WHEREOF**, the undersigned has signed this Amended Certificate of Designation this 11th day of May, 2017.

**CAPITAL FINANCIAL GLOBAL, INC.**

/s/: Paul Edward Norat

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Paul Edward Norat, Chairman, President and CEO