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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

RECEIVED
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2016 NOV 16 AM 10:4

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is HOSSO Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on October 3 2016, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

See Exhibit A, attached hereto and made a part hereof.

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By le 288609

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 27, 2016

Signature of Authorized Officer of the Corporation

Mouli Ramani

Type or Print Name of Authorized Officer

EXHIBIT A

Exhibit A to the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is inserted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is: 6,986,250 shares of stock consisting of:

- (1) 3,235,000 shares of Common Stock (\$0.001 par value) whose holders shall have all the rights of shareholders including the right to receive dividends on said shares and vote said shares on all matters submitted to the shareholders for a vote;
- (2) 3,751,250 shares of Preferred Stock (\$0.001 par value) which shares shall have the designation, terms, conditions, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, as follows:
 - a. Designation of Seed 1 Preferred Stock. 293,750 shares of the Corporation's Preferred Stock (\$0.001 par value) are hereby designated "Seed 1 Preferred Stock" (the "**Seed 1 Preferred**").
 - b. Designation of Seed 2 Preferred Stock. 1,762,500 shares of the Corporation's Preferred Stock (\$0.001 par value) are hereby designated "Seed 2 Preferred Stock" (the "**Seed 2 Preferred**"), and together with the Seed 1 Preferred, the "**Seed 1 & 2 Preferred**").
 - c. Designation of Seed 3 Preferred Stock. 750,000 shares of the Corporation's Preferred Stock (\$0.001 par value) are hereby designated "Seed 3 Preferred Stock" (the "**Seed 3 Preferred**"), and together with the Seed 1 & 2 Preferred, the "**Seed Preferred**").
 - d. Dividends; Voting Rights. The holders of the Seed Preferred shall have all the rights of shareholders including the right to receive dividends on said shares and vote said shares on all matters submitted to the shareholders for a vote, all on a *pro rata* basis with the holders of the Common Stock of the Corporation.
 - e. Liquidation Preference.
 - i. Preference of the Seed 3 Preferred. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Seed 3 Preferred shall be entitled, before any distribution or payment is made upon any shares of the Seed 1 & 2 Preferred or Common Stock or other capital stock of the Corporation having a liquidation preference junior to the Seed 3 Preferred, to be paid in cash the

- iii. Distribution of Remaining Assets. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after provision is made for holders of the Seed Preferred and all other shares of capital stock of the Corporation having the same liquidation preference as the Seed Preferred then outstanding as provided in the preceding two paragraphs, the holders of the Seed Preferred, the Common Stock and other capital stock of the Corporation shall be entitled to receive ratably all remaining assets of the Corporation to be distributed.
 - iv. Treatment of Consolidations, Mergers, and Sales of Assets. A consolidation or merger of the Corporation in which it is not the surviving corporation or a sale of all or substantially all of the assets of the Corporation shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this *subsection (f)*.
 - v. Non-Cash Items. If assets other than cash are distributed pursuant to this *subsection (f)*, the valuation of such assets will be made by the Board of Directors acting in good faith.”
- f. 945,000 shares of Preferred Stock (\$0.01 par value), which shall have such rights, preferences, powers, privileges, restrictions, qualifications and limitations as shall be determined by the Board of Directors. The Board of Directors is hereby expressly vested with the authority from time to time to divide the undesignated shares of the Preferred Stock into one or more series and to fix and determine the relative rights and preferences of the shares of any series so established, with such voting rights, if any, subject nevertheless to the provisions of these Articles, and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations and restrictions thereof as shall be stated and expressed in the vote or votes providing for the issuance of such stock adopted by the Board of Directors.”

sum of \$2.80 per share (appropriately adjusted for stock splits and reverse stock splits and other subdivisions and combinations of the Seed 3 Preferred. The foregoing preference to the holders of the Seed 3 Preferred shall be senior to the preference to the holders of the Seed 1 & 2 Preferred. If upon such liquidation, dissolution or winding up, the assets to be distributed among the holders of the shares of the Seed 3 Preferred and all other shares of capital stock of the Corporation having the same liquidation preference as the Seed 3 Preferred 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 holders of the shares of the Seed 3 Preferred and such other capital stock of the Corporation having the same liquidation preference as the Seed 3 Preferred.

- ii. Preference of the Seed 1 & 2 Preferred. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (i) the holders of the Seed 1 Preferred shall be entitled, 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 Seed 1 & 2 Preferred, to be paid in cash the sum of \$0.80 per share (appropriately adjusted for stock splits and reverse stock splits and other subdivisions and combinations of the Seed 1 Preferred) and (ii) the holders of the Seed 2 Preferred shall be entitled, 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 Seed 1 & 2 Preferred, to be paid in cash the sum of \$2.00 per share (appropriately adjusted for stock splits and reverse stock splits and other subdivisions and combinations of the Seed 2 Preferred). If, after provision is made for holders of the Seed 3 Preferred and all other shares of capital stock of the Corporation having the same liquidation preference as the Seed 3 Preferred then outstanding as provided in the preceding paragraph, upon such liquidation, dissolution or winding up, the assets to be distributed among the holders of the shares of the Seed 1 & 2 Preferred and all other shares of capital stock of the Corporation having the same liquidation preference as the Seed 1 & 2 Preferred 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 holders of the shares of the Seed 1 & 2 Preferred and such other capital stock of the Corporation having the same liquidation preference as the Seed 1 & 2 Preferred.



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

