



State of Rhode Island

Department of State - Business Services Division

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 R.I. DEPT. OF STATE
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Articles of Amendment

DOMESTIC Business Corporation

2020 NOV 27 PM 12:53

→ Filing Fee: \$50.00 (\$210 for an increase in authorized shares)

 Pursuant to the provisions of RIGL 7-1.2-905, the undersigned corporation adopts the following
 Articles of Amendment to its Articles of Incorporation:

1. Entity ID Number: 000022216	2. The name of the corporation is: Luxury Brand Holdings, Inc.												
3. The shareholders of the corporation (or, where no shares have been issued by the board of directors of the corporation) in the manner prescribed by RIGL 7-1.2 adopted the following amendment(s) to the Articles of Incorporation on: <div style="text-align: right; margin-top: -15px;">November 25, 2020</div>													
4. If the entity's name is changing, state the new name: <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>													
5. If the total authorized shares are changing complete the following section: *List ALL authorized shares as of this amendment. <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center; border-bottom: 1px solid black;">Total Authorized Shares (Number of Shares)</th> <th style="text-align: center; border-bottom: 1px solid black;">Class of Stock</th> <th style="text-align: center; border-bottom: 1px solid black;">Par Value Per Share</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; border-bottom: 1px solid black;">20,000</td> <td style="text-align: center; border-bottom: 1px solid black;">Class A Common</td> <td style="text-align: center; border-bottom: 1px solid black;">\$0.01</td> </tr> <tr> <td style="border-bottom: 1px solid black;"> </td> <td style="border-bottom: 1px solid black;"> </td> <td style="border-bottom: 1px solid black;"> </td> </tr> <tr> <td style="border-bottom: 1px solid black;"> </td> <td style="border-bottom: 1px solid black;"> </td> <td style="border-bottom: 1px solid black;"> </td> </tr> </tbody> </table> <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>		Total Authorized Shares (Number of Shares)	Class of Stock	Par Value Per Share	20,000	Class A Common	\$0.01						
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20,000	Class A Common	\$0.01											
6. If the period of its duration is changing complete the following section: CHECK ONE BOX ONLY <input type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____ <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>													
7. If the entity's purpose is changing complete the following section: *The new purpose should include ALL activity to be transacted in the State of Rhode Island. <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div>Check the box to indicate an attachment <input type="checkbox"/></div> <div>Check the box to indicate no change <input checked="" type="checkbox"/></div> </div>													

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED

NOV 27 2020

BY 31783

FORM 101 - Revised 08/2020

A.A. 12:53 pm

8. If adding or amending additional provisions, complete the following section:

See attached Exhibit A.

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

9. As required by RIGL 7-1.2-105, the entity has paid all fees and taxes.

10. Date when these Articles of Amendment will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of 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.

Type or Print Name of Authorized Officer of the Corporation

James Speltz

Date

Nov 25, 2020

Signature of Authorized Officer of the Corporation-

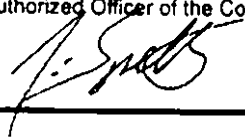


EXHIBIT A
TO ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF LUXURY BRAND HOLDINGS, INC.

Article FOURTH, as amended, is hereby deleted in its entirety and the following substituted therefor:

"FOURTH: CAPITAL STOCK

A. Classes of Stock.

Upon the filing of these Articles of Amendment to the Articles of Incorporation (the "Amendment Date"), the aggregate number of shares of stock which the corporation has the authority to issue is 20,000 shares, all of which shall be Class A Common Stock, par value \$0.01 per share ("Common Stock").

B. Reverse Common Stock Split.

Prior to the filing of this Amendment, the corporation has been authorized to issue 13,200,000 shares, consisting of, among other things, 11,995,000 shares of Class A Common Stock with a par value of \$0.01 per share ("Old Common Stock").

On the Amendment Date, the Old Common Stock shall automatically be converted (without any further act on the part of the corporation, its shareholders or any other persons or entities) into fully paid and nonassessable shares of Common Stock of the corporation, without increasing or decreasing the amount of par value, stated capital or paid-in surplus of the corporation, on the terms set forth below (the "Reverse Stock Split"):

1. Old Common Stock. Every one thousand (1,000) shares of the 6,619,253 shares of Old Common Stock, issued and outstanding immediately prior to the Amendment Date, shall be converted into one (1) share of Common Stock.

2. Fractional Share - Less Than One Share. For any shareholder that holds, in the aggregate, less than one (1) full share of Common Stock following the Reverse Stock Split, the fractional share held by such shareholder shall be automatically cancelled and converted into the right to receive cash from the Corporation, in such amount as approved by the Board of Directors and requisite shareholders of the corporation; provided, that payment of such cash consideration shall be subject to the Corporation's, or its designee's, receipt from such shareholder of all stock certificates evidencing the Common Stock held by such shareholder or a lost stock affidavit in lieu thereof, and a completed letter of transmittal.

3. Fractional Share - Greater Than One Share. For any shareholder that holds, in the aggregate, more than one (1) full share of Common Stock following the Reverse Stock Split, the Corporation shall issue fractional shares of Common Stock, if applicable, and shall not pay such shareholder any cash consideration in connection therewith.

4. Conditions and Mechanics. After the Amendment Date, each holder of Old Common Stock immediately prior to the Amendment Date shall surrender the certificate or certificates representing such shares to the corporation or its designated transfer agent, duly endorsed for transfer as the corporation or any transfer agent may require. The corporation shall, as soon as is practicable thereafter, issue and deliver to such holder of Old Common Stock either (i) such consideration as set forth above in Section 2, or (ii) a certificate or certificates for the number of shares of Common Stock which such holder shall be entitled to receive in exchange for such shares of the Old Common Stock as set forth above in Section 3. The corporation shall not be obligated to deliver the certificates for Common Stock and other consideration to which any holder of Old Common Stock may be entitled hereunder until such time as the corporation has received such holder's certificate or certificates representing such holder's shares of Old Common Stock for exchange. All shares of Old Common Stock converted into Common Stock pursuant hereto shall automatically be canceled and retired and shall cease to exist. Until surrendered in accordance with this Section 4, certificates for shares of Old Common Stock on and after the Amendment Date represent for all purposes only the right to receive such consideration as set forth above in Section 2, or the shares of Common Stock into which such Old Common Stock is convertible pursuant to Section 3.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below:

1. Dividend Rights. The holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the assets of the corporation available for distribution to shareholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.

3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law."

In lieu of a meeting and vote of the shareholders of the corporation, the requisite shareholders have given written consent to these Articles of Amendment to the Articles of Incorporation in accordance with the provisions of the Section 7-1.2-707 of the General Laws of Rhode Island, 1956, as amended, and written notice of the adoption of the amendment has been given as provided in said Section 7-1.2-707 to every shareholder entitled to such notice. Shareholders of the corporation holding, in the aggregate, 4,863,210 of the 6,619,253 shares of Old Common Stock, issued and outstanding immediately prior to the Amendment Date, approved and duly adopted these Articles of Amendment to the Articles of Incorporation.

These Articles of Amendment to the Articles of Incorporation were also duly adopted in accordance with the applicable provisions of the Articles of Incorporation of the corporation, as amended, and Sections 7-1.2-903 and 7-1.2-904 of the General Laws of Rhode Island, 1956, as amended.



State of Rhode Island

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,
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:

November 27, 2020 12:53 PM

A handwritten signature in blue ink, reading "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

