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Colorado Secretary of State
Date and Time: 10/01/2012 03:39 PM
ID Number: 20041038153

Document number: 20121550640
Amount Paid: $25.00

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 20041038153

1. Entity name: QUASAR AEROSPACE INDUSTRIES, INC.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name: (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box)*:
- ☐ "bank" or "trust" or any derivative thereof
- ☐ "credit union" ☐ "savings and loan"
- ☐ "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires: _____ *(mm/dd/yyyy)*

OR

If the corporation's period of duration as amended is perpetual, mark this box: ☑

5. The amended and restated constituent filed document is attached.

6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

7. *(Optional)* Delayed effective date: _____ *(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Canouse (Last) Joseph (First) _____ (Middle) _____ (Suffix)

9300 Normandy Blvd. (Street name and number or Post Office Box information)

Suite 502

Jacksonville (City) FL (State) 32221 (Postal/Zip Code)

_____ (Province – if applicable) United States (Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ *and include an attachment stating the name and address of such individuals.)*

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUASAR AEROSPACE INDUSTRIES, INC.

The below-named officer of the corporation hereby certifies that the following Amended and Restated Articles of Incorporation for Quasar Aerospace Industries, Inc., a Colorado corporation, was duly adopted by the corporation's Board of Directors pursuant to Section 7-106-102 of the Colorado Business Corporations Act, effective on the date below, which Amended and Restated Articles of Incorporation hereby supersede, supplant and replace in its entirety, the Articles of Incorporation of the corporation, as heretofore from time to time.

ARTICLE I
NAME

The name of the corporation is **QUASAR AEROSPACE INDUSTRIES, INC.**

ARTICLE II
CAPITAL STOCK

The corporation is authorized to issue the following classes of shares of capital stock: Four Hundred and Seventy-Five Million (475,000,000) shares of common stock with $0.00001 value per share and Fifty Million (50,000,000) shares of preferred stock with $0.01 value per share. Each holder of common stock shall be entitled to one vote for each share of common stock standing in such holder's name on the records of the corporation on each matter submitted to a vote of stockholders, except as otherwise required by law or as otherwise determined for a particular series of common stock by resolution of the Board of Directors of the corporation. There shall be no cumulative voting authorized for common stock shareholders. The Board of Directors of the corporation shall have the right to divide the common stock into series, establish the number of shares for any such series, and determine the qualifications, limitations or restrictions of rights thereto; in addition, the Board of Directors may designate, by resolution, such voting rights on a series as it may deem appropriate. Except as may otherwise be provided by the Colorado Business Corporation Act, any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by stockholders holding at least a majority of the voting power; provided that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required. In no instance where action is authorized by written consent need a meeting of stockholders be called or noticed. Stockholders meetings shall be called by the Directors or by an Officer instructed by the Directors to call the meeting and notice of all meetings shall be in writing and signed by the President or the Secretary of the Corporation.

The Board of Directors of the corporation is authorized, subject to limitations established by law and the provisions of the Article II, to issue shares of preferred stock in one or more series. The description of each series of preferred stock, including any preferences, conversions and other

rights, voting powers, restrictions, dividend entitlements, qualifications, and terms and conditions of redemption, shall be as set forth in resolutions adopted by the Board of Directors. The corporation is expressly authorized and empowered, at any time and from time to time, by resolution of the Board of Directors, to issue warrants, rights, options, debentures or other instruments convertible into stock, entitling the holders thereof to purchase or acquire from the corporation any shares of its authorized and unissued capital stock on such terms and conditions as the Board of Directors, in its discretion, shall determine.

Series A Preferred Stock. The number of authorized shares constituting the series of shares of Series A preferred stock of the corporation with $0.01 value per share (the "Series A Preferred Shares") shall be 1,000,000 pursuant to the Certificate of Designation. Each Series A Preferred Share shall automatically be converted into the number of shares of common stock of the corporation equal to the result of: (i) the number of Series A Preferred Shares issued and outstanding multiplied by 100; divided by (ii) fifty percent (50%) of the average three (3) day bid of Common Shares of the corporation; equals (iii) the total number of Series A Preferred Shares issued and outstanding at the time of such conversion (the "Conversion Ratio") at any time at the option of the holders upon written notice of the conversion and properly endorsed. On or before the date of conversion, each holder of Series A Preferred Shares shall surrender his or its certificate or certificates for all such shares to the corporation at the place designated in such notice, and shall thereafter receive certificates for the number of Common Shares to which such holder is entitled pursuant to this Section. On the date of conversion, all rights with respect to the Series A Preferred Shares so converted will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefore, to receive certificates for the number of Common Shares into which such Series A Preferred Shares has been converted. If so required by the corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the corporation, duly executed by the registered holder or by his attorneys duly authorized in writing. All certificates evidencing Series A Preferred Shares which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the date such certificates are so required to be surrendered, be deemed to have been retire and cancelled and the Series A Preferred Shares represented thereby converted into Common Shares for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. As soon as practicable after the date of such mandatory conversion and the surrender of the certificate or certificates for Series A Preferred Shares as aforesaid, the corporation shall cause to be issued and delivered to such holder, or on his or its written order, a certificate or certificates for the number of full Common Shares issuable on such conversion in accordance with the provisions hereof. In the event, Series A Holder elects to exchange its Series A Preferred Shares to the Corporation, then the Corporation shall pay one hundred dollars ($100.00) for each Series A Preferred Shares being exchanged and accrued interest at the rate of twelve percent (12%) per annum. The corporation shall not amend, alter or repeal the preferences, special rights or other powers of the Series A Preferred Shares so as to affect adversely the Series A Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series A Preferred Shares given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. Prior to conversion, each Series A Preferred

Share shall automatically be granted the right to vote the number of shares of common stock of the corporation equal to the result of: (i) the number of Series A Preferred Shares issued and outstanding multiplied by 100; divided by (ii) fifty percent (50%) of the average three (3) day bid of Common Shares of the corporation; equals (iii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote (the "Voting Ratio") at any time at the option of the holders of the issued and outstanding Series A Preferred Shares.

Series B Preferred Stock. The full Board of Directors upon motion duly made, seconded and carried unanimously, approved the established of a second class of preferred stock to be referred to as "Class B Convertible Preferred Stock". This class shall be allocated 150,000 shares of the 50,000,000 shares authorized in the Amended and Restated Articles of Incorporation of Quasar Aerospace Industries, Inc., f/k/a Quasar International Holdings, Inc. The officers of the corporation are further authorized to exchange preferred shares for common shares from existing shareholders and to transmit said common shares to the transfer agent, Computershare, for cancellation.

Series C Preferred Stock. The full Board of Directors upon motion duly made, seconded and carried unanimously, approved the establishment of a third class of preferred stock to be referred to as "Class C Convertible Preferred Stock." The class shall be allocated 1,000,000 shares of the 50,000,000 shares authorized in the Amended and Restated Articles of Incorporation of Quasar Aerospace Industries, Inc., f/k/a Quasar International Holdings, Inc. The "Class C Convertible Preferred Stock" shall bear the same properties as the "Class B Convertible Preferred Stock" shown in the preceding paragraph, except that the "Class C Convertible Preferred Stock" shall have no voting rights.

ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the corporation's registered office in the State of Colorado is 1675 Broadway, Suite 1200, Denver, Colorado 80202. The Name of the registered agent at such address is Business Filings Incorporated.

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Colorado Business Corporations Act.

ARTICLE V
BOARD OF DIRECTORS

(a) **Number.** The number of Directors constituting the entire Board shall be as fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of

Directors shall not be reduced so as to shorten the term of any Director at the time in office and provided further that the number of Directors shall not be fewer than one (1).

(b) **Vacancies.** Vacancies on the Board shall be filled by the affirmative vote of the majority of the remaining Directors, a quorum of the Board, or by election at an annual meeting or at a special meeting of the stockholders called for that purpose.

(c) **Election.** The election of Directors need not be by written ballot.

(d) **Directors.** The Directors of the Corporation are: Joseph Canouse; Donnell J. Vigil; William Cirmo; Scott Martin; and James Ray.

ARTICLE VI
OFFICERS

(a) **Number.** The number of Officers shall be as fixed from time to time by vote of a majority of the entire Board, provided, however, that the number of Officers shall not be reduced so as to shorten the term of any Officer at the time in office and provided further that the number of officers shall not be fewer than two (2) consisting of a President and a Secretary.

(b) **Vacancies.** Vacancies of Officers shall be filled by the affirmative vote of the majority of the entire Board, a quorum of the Board.

(c) **Election.** The election of Officers need not be by written ballot.

(d) **Officers.** The Officers of the Corporation are: Joseph Canouse as Chief Executive Officer; Donnell J. Vigil as President and Corporate Secretary; William Cirmo as Chief Operating Officer; and Jimmie N. Carter as Chief Financial Officer.

ARTICLE VII
BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized to make, alter amend or repeal the Bylaws of the corporation.

ARTICLE VIII
LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by Colorado law, as the same exists or as may hereafter be amended, (i) no director or executive officer of the corporation shall be personally liable to the corporation of its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director or executive officer of the corporation and (ii) the corporation shall indemnify, hold harmless and advance expenses to any director or any executive officer of the corporation. Any amendment or repeal of the Article VIII will not eliminate or reduce the effect of any right or protection of a director or executive officer of the corporation existing immediately prior to such amendment or repeal.

Dated: October 1, 2012

/s/Joseph Canouse

By: Joseph Canouse
CEO of the Corporation
Mailing Address:
9300 Normandy Blvd., Suite 502
Jacksonville, FL 32221

CERTIFICATE OF DESIGNATION OF THE

PREFERENCES AND RIGHTS

OF

SERIES A CONVERTIBLE PREFERRED STOCK

OF

QUASAR AEROSPACE INDUSTRIES, INC.

The undersigned, Joseph Canouse and Donnell J. Vigil certify that:

A. They are the duly acting Chief Executive Officer, President and Secretary, respectively, of QUASAR AEROSPACE INDUSTRIES, INC., a corporation organized and existing under the Colorado Business Corporation Act (the "Corporation").

B. Pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, and pursuant to the provisions of Section 7-106-102 of the Colorado Business Corporation Act, said Board of Directors, pursuant to a meeting held on October 1, 2012, approved and adopted a resolution establishing the rights, preferences, privileges and restrictions of, and the number of shares comprising, the Corporation's Series A Convertible Preferred Stock, which resolution is as follows:

> RESOLVED, that a series of Preferred Stock in Quasar Aerospace Industries, Inc., a Colorado corporation (the "Corporation"), having the rights, preferences, privileges and restrictions, and the number of shares constituting such Series A and the designation of such series, set forth below be, and it hereby is, authorized by the Board of Directors of the Corporation pursuant to authority given by the Corporation's Articles of Incorporation.

1. Number and Designation. This series shall consist of one million (1,000,000) shares of Preferred Stock of the Corporation and shall be designated the Series A Convertible Preferred Stock ("Series A Stock"). The number of authorized shares of Series A Stock may be reduced to the extent any shares are not issued and outstanding by further resolution duly adopted by the Board of Directors of the Corporation and by filing amendments to the Certificate of Designation pursuant to the provisions of the Colorado Business Corporation Act stating that such reduction has been so authorized, but the number of authorized shares of this Series shall not be increased except pursuant to majority vote of the Series A Holders.

2. Dividends. When and as any dividend or distribution is declared or paid by the Corporation on Common Stock, whether payable in cash, property, securities or rights to acquire securities, the Series A Holders will be entitled to participate with the holders of Common Stock in such dividend or distribution as set forth in this Section 2. At the time such dividend or distribution is payable to the holders of Common Stock, the Corporation will pay to each Series A Holder such holder's share of such dividend or distribution equal to the amount of the dividend or distribution per share of Common Stock payable at such time multiplied by the number of shares of Common Stock then obtainable upon conversion of such holder's Series A Stock and accrued interest.

3. Voting Rights.

A. The Series A Holders shall be entitled to notice of any shareholders' meeting and to vote as a single class with the Common Stock upon any matter submitted for approval by the holders of Common Stock, and shall have one vote for each share of Common Stock obtainable upon conversion of such holder's Series A Stock.

B. In addition to any other rights provided by law, so long as any Series A Stock is outstanding, the Corporation, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding shares of Series A Stock, will not amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or By-Laws if such action would materially adversely affect the liquidation preferences of, or the rights or restrictions provided for the benefit of, any Series A Stock.

C. Prior to conversion, each Series A Preferred Share shall automatically be granted the right to vote the number of shares of common stock of the corporation obtainable upon conversion of such holder's Series A Stock equal to the result of: (i) the number of Series A Stock issued and outstanding multiplied by 100; divided by (ii) fifty percent (50%) of the average three (3) day bid of Common Shares of the corporation; equals (iii) the number of votes for each Series A Preferred Shares issued and outstanding at the time of such vote (the "Voting Ratio") at any time at the option of the holders of the issued and outstanding Series A Preferred Shares. [Voting Ratio Formula: # Series A Stock issued and outstanding x 100 ÷ 50% of the average 3 day bid of Common Shares = Voting Rights per each Series A Preferred Share.

4. Conversion into Conversion Stock.

A. Conversion. The Corporation shall use its best efforts to authorize sufficient Common Stock by filing articles of amendment with the Secretary of State of Colorado, so that the Series A Holders may convert their Series A Preferred Stock into Common Shares of one (1) preferred share equal to the result of: (i) one (1) Series A Stock issued and outstanding multiplied by 100; divided by (ii) fifty percent (50%) of the average three (3) day bid of Common Shares of the corporation; equals (iii) the number of Common Shares issued for each Series A Preferred Shares at the time of such Conversion (the "Number of Conversion Shares"). Conversion shall only occur upon written notice of the Series A Stock Holder to the Corporation (the "Conversion Notice"). Until the Conversion Notice, the Series A Stock may vote in accordance with Section 3(C) and is not convertible. Following the Conversion Notice, the holder may convert the Series A Stock in whole or in part, at any time or from time-to-time, upon written notice of the conversion signed by the holder, delivered to the Corporation, together with any certificate(s) for the Series A Stock properly endorsed. As soon as possible after a conversion has been effected, the Corporation will deliver to the converting holder a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified. In the event, Series A Holder elects to exchange its Series A Preferred Shares to the Corporation, then the Corporation shall pay one hundred dollars ($100.00) for each Series A Preferred Shares being exchanged and accrued interest at the rate of twelve percent (12%) per annum.

B. Contingent Conversion Feature

(i) The conversion of Series A Stock will be deemed to have been effected upon the written notice by the Series A Stock Holder. At such time as such conversion has been effected, the rights of the holder of such Series A Stock as such holder will cease and the person or persons in whose name or names any certificate or certificates for shares of Conversion Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Conversion Stock represented thereby.

(ii) As soon as possible after a conversion has been effected, the Corporation will deliver to the converting holder a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified.

(iii) The issuance of certificates for shares of Common Stock upon conversion of Series A Stock will be made without charge to the Series A Stock Holder.

C. Adjustments for Certain Events.

(i) *Adjustment Upon Common Stock Event*. Upon the happening of a Common Stock Event (as hereinafter defined), the Number of Conversion Shares shall not be affected unless majority of the then issued

and outstanding Series A Preferred Shares provide written consent to simultaneously with the happening of such Common Stock Event, be adjusted so that the Number of Conversion Shares for each share of Series A Stock outstanding equals the number of shares of Common Stock that the holder of a share of Series A Stock would have held immediately following the Common Stock Event had such holder converted such share of Series A Stock into Common Stock immediately prior to the Common Stock Event. Otherwise, the Number of Conversion Shares for each share of Series A Stock shall be not be readjusted in the same manner upon the happening of each subsequent Common Stock Event. As used herein, the term the "Common Stock Event" shall mean at any time or from time to time after the original date of issuance of the Series A Stock (the "Issuance Date"), (Y) a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock, or (Z) a combination of the outstanding shares of Common Stock into a smaller number of shares of Common Stock.

(ii) *Adjustments for Other Dividends and Distributions*. If at any time or from time to time after the Issuance Date the Corporation pays a dividend or makes another distribution to the holders of the Common Stock payable in securities of the Corporation, other than an event constituting a Common Stock Event, then in each such event, provision shall be made so that the holders of the Series A Stock shall receive upon the Conversion Date, in addition to the number of shares of Common Stock receivable upon the Conversion Date, twelve percent (12%) accrued interest until Conversion Date, the amount of securities of the Corporation which they would have received had their Series A Stock been converted into Common Stock on the date of such dividend or distribution (or record date for such dividend or distribution, as applicable) and had they thereafter, during the period from the date of such dividend or distribution (or such record date, as applicable) to and including the Conversion Date, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section C. with respect to the rights of the holders of the Series A Stock or with respect to such other securities by their terms.

(iii) *Adjustment for Recapitalization, Reclassification, Exchange and Substitution*. If at any time or from time to time after the Issuance Date the Common Stock issuable upon the conversion of the Series A Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than by a Common Stock Event or a stock dividend, reorganization, merger, consolidation or sale of assets provided for elsewhere in this Paragraph C.), then in any such event each holder of the Series A Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of the Series A Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

(iv) *Adjustment for Reorganizations, Mergers and Consolidations*. If at any time or from time to time after the Issuance Date there is a reorganization of the Corporation (other than a recapitalization, subdivision, dividend, combination, reclassification or exchange of shares provided for elsewhere in this Paragraph C.), a merger or consolidation of the Corporation with or into another entity, or a sale of all or substantially all of the assets of the Corporation, then, as a part of such reorganization, merger, consolidation or sale of all or substantially all of the assets, provision shall be made so that the holders of the Series A Stock thereafter shall be entitled to convert the Series A Stock into the amount and kind of shares of stock or other securities or property of the Corporation, or of such successor corporation resulting from such reorganization, merger, consolidation or sale of assets, receivable by a holder of the number of shares of Common Stock into which such shares of the Series A Stock could have been converted immediately prior to such reorganization , merger, consolidation or sale of assets. In any such case, appropriate adjustment shall be made in the application of the provisions of this Paragraph C. with respect to the rights of the holders of the Series A Stock after the reorganization, merger, consolidation or sale of assets to the end that the provisions of this Paragraph C. (including adjustment of the Number of Conversion Shares then in effect) shall be applicable after that event and be as nearly equivalent to the provisions hereof as may be practicable. This Paragraph C(iv) shall similarly apply to successive reorganizations, mergers, consolidations and sales of assets.

D. Rights to Distributions. If at any time the Corporation shall declare a distribution payable in securities of any other person, evidence of indebtedness issued by the Corporation or any other person, assets (excluding cash dividends) or options or rights to purchase any such securities or evidences of indebtedness, pro-rata to all of the record holders of any Junior Securities, then, in each such case the holder of the Series A Stock shall be entitled to a proportionate share of any such distribution as though the holders of the Series A Stock were the

holders of the number of Common Stock of the Corporation in which their respective shares of Series A Stock are convertible as of the date of the record date fixed for the determination of the holders of the Common Stock of the Corporation entitled to receive such distribution.

E. Converted Shares. Any shares of Series A Stock which are converted pursuant to this Section 4 will be canceled and will not be reissued, sold or transferred and will be returned to authorized but unissued shares of Preferred Stock.

6. Miscellaneous.

A. Registration of Transfer. The Corporation will keep at its principal office a register for the registration of Series A Stock. Upon the surrender of any certificate representing Series A Stock at such place, the Corporation will, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefore representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

B. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of Series A Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate representing the number of shares represented by such lost, stolen, destroyed or mutilated certificate.

C. Priority. The Series A Stock shall be senior to the Corporation's outstanding Common Stock referred to herein as "Junior Securities". The Corporation may not hereafter issue any series of Preferred Stock that may be treated *in pari passu* or senior to the Series A Stock without the consent of the holders of a majority of the outstanding Series A Stock at the time.

D. Definitions. For purposes hereof:

"Common Stock" means the Common Stock of the Corporation, $.00001 par value per share, and includes all stock of any class or classes (however designated) of the Company, authorized upon the Original Issue Date or thereafter, the holders of which shall have the right, without limitation as to amount, either to all or to a share of the balance of current dividends and liquidating dividends after the payment of dividends and distributions on any shares entitled to preference, and the holders of which shall ordinarily, in the absence of contingencies, be entitled to vote for the election of a majority of directors of the Company (even though the right so to vote has been suspended by the happening of such a contingency).

"Corporation" shall have the meaning set forth in the first paragraph of this Certificate of Designation.

"Junior Securities" means the Common Stock and any equity securities of any kind (but not including any debt securities convertible into equity securities) which the Corporation or any Subsidiary at any time issues or is authorized to issue other than the Series A Stock unless the terms of such security explicitly state that such security shall be senior to or on a par with the Series A Stock.

"Number of Conversion Shares" shall have the meaning set forth in Section 5A.

"Original Issue Date" means the date the Series A Stock is first issued.

"Person" and "person" means an individual, a partnership, a corporation, a limited liability company, a trust, a joint venture, an unincorporated organization and a government or any department or agency thereof.

"Series A Holder" shall mean a registered holder of Series A Stock.

"Series A Stock" shall have the meaning set forth in Section 1.

"Subsidiary" means any corporation of which the shares of stock having a majority of the general voting power in electing the board of directors are, at the time as of which any determination is being made, owned by the Corporation either directly or indirectly through Subsidiaries.

E. Amendment and Waiver. No amendment, modification or waiver will be binding or effective with respect to any provision hereof without the prior approval of a majority of the outstanding shares of Series A Stock; provided notwithstanding Section 3.B above that no such action will change or affect (a) the Conversion Ratio of the Series A Stock, (b) the Anti-Dilution Protection, or (c) the amount of cash, securities or other property receivable or to be received by the Series A Holders. An adjustment to the number of outstanding shares of Common Stock pursuant to a reverse stock split or forward stock split, or other event contemplated in Section 5, above, shall not prohibited or restricted by this Section 6.E.

F. Generally Accepted Accounting Principles. When any accounting determination or calculation is required to be made, such determination or calculation (unless otherwise provided) will be made in accordance with generally accepted accounting principles, consistently applied, except that if because of a change in generally accepted accounting principles the Corporation would have to alter a previously utilized accounting method or policy in order to remain in compliance with generally accepted accounting principles, such determination or calculation will continue to be made in accordance with the Corporation's previous accounting methods and policies unless the Corporation has obtained the prior written consent of the holders of a majority of the Series A Stock then outstanding.

G. The number of authorized shares of Preferred Stock of the Corporation is 50,000,000. The number of authorized Series A Preferred Shares is 1,000,000 of which 2890 have been issued and are outstanding as of this date.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed this Certificate this 1st day of October, 2010.

QUASAR AEROSPACE INDUSTRIES, INC.

By: /s/Joseph Canouse
Name: Joseph Canouse
Title: Chief Executive Officer

By: /s/Donnell J. Vigil
Name: Donnell J. Vigil
Title: President & Secretary