

**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 amended from time to time. Said action has been approved by a vote of a majority of the shareholders.

**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: One Billion Five Hundred Million (1,500,000,000) 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.

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 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 850,000. Each Series A Preferred Shares shall automatically be converted into the

number of shares of common stock of the corporation equal to the result of: (i) the number of shares of common stock of the corporation (the "Common Shares") issued and outstanding at the time of such conversion multiplied by 6; divided by (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote (the "Conversion Ratio") at any time at the option of the holders of a majority of the issued and outstanding Series A Preferred Shares. 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 retired 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. 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.

Series B Preferred Stock. The full Board of Directors upon motion duly made, seconded and carried unanimously, approved the establishment 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. 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.

### **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.