

**ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION**

OF

HUMMINGBIRD NANO, INC.

1. I am the duly elected and acting Chief Executive Officer of Hummingbird Nano, Inc. (the "Corporation").

2. The information required by KRS 271B.10-060 is as follows:

(a) The name of the Corporation is Hummingbird Nano, Inc.

(b) The text of the amendment (the "Amendment") to the Fourth Amended and Restated Articles of Incorporation of the Corporation (the "Restated Articles") that was adopted is as follows:

RESOLVED, that paragraph A of Article IV of the Restated Articles is amended to read in its entirety as follows:

A. Classes of Shares. The Corporation is authorized to issue six classes of shares to be designated, respectively, "Common Shares", "Series A-1 Preferred Shares", "Series A-2 Preferred Shares", "Series A-3 Preferred Shares", "Series A-4 Preferred Shares" and "Series A-4 Prime Preferred Shares." The total number of shares that the Corporation is authorized to issue is Two Million Three Hundred Sixty Three Thousand Six Hundred Forty Eight (2,363,648). One Million Three Hundred Thousand (1,300,000) shares shall be Common Shares ("Common Shares"), Three Hundred Eleven Thousand Seven Hundred Fifty (311,750) shares shall be Series A-1 Non-Participating Preferred Shares ("Series A-1 Non-Participating Preferred Shares"), Sixty Thousand One Hundred Ten (60,110) shares shall be Series A-2 Preferred Shares ("Series A-2 Preferred Shares"), Nineteen Thousand One Hundred Three (19,103) shares shall be Series A-3 Preferred Shares ("Series A-3 Preferred Shares"), Two Hundred Seventy-Two Thousand Six Hundred Eighty Five (272,685) shares shall be Series A-4 Preferred Shares ("Series A-4 Preferred Shares"), and Four Hundred Thousand (400,000) shares shall be Series A-4 Prime Preferred Shares ("Series A-4 Prime Preferred Shares") and together with the Series A-1 Non-Participating Preferred Shares, Series A-2 Preferred Shares, Series A-3 Preferred Shares, and Series A-4 Preferred Shares, the "Preferred Shares"). The Series A-1 Preferred Shares, Series A-2 Preferred Shares and Series A-3 Preferred Shares are collectively referred to herein as the "Junior Preferred Shares." The Series A-2 Preferred Shares, Series A-3 Preferred Shares, Series A-4 Preferred Shares and Series A-4 Prime Preferred Shares are collectively referred to herein as the "Participating Preferred Shares." The Series A-4 Preferred Shares and the Series A-4 Prime Preferred Shares are collectively referred to herein as the "Senior Preferred Shares". The number of authorized Common Shares may be increased or decreased with the approval of the holders of a majority of the Common Shares and Preferred Shares, voting together as a single class. Each Series A-1 Preferred Share outstanding immediately prior to the filing of the Third Amended and Restated

Articles of Incorporation of the Corporation with the Kentucky Secretary of State was automatically converted into one Series A-1 Non-Participating Preferred Share and one Common Share effective as of such filing.

(c) The Amendment was approved and adopted by the unanimous vote of its Board of Directors on December 29, 2022. The Corporation has two classes of shares which are entitled to vote with respect to the Amendment, the holders of Common Shares and holders of the Series A-2 Preferred Shares, the holders of Series A-3 Preferred Shares, the holders of the Series A-4 Preferred Shares and the holders of Series A-4 Prime Preferred Shares (the "Voting Preferred Shares"), voting as a single class. The Amendment was approved and adopted by the written consent of the holders of a majority of the total Common Shares and a majority of the total outstanding Voting Preferred Shares. An aggregate of 311,750 votes were entitled to be cast by the holders of Common Shares. An aggregate of 226,550 votes were entitled to be cast by the holders of the Voting Preferred Shares with respect to the Amendment. Pursuant to KRS 271B.7-040, action to approve the Amendment was approved by holders of Common Shares entitled to cast 198,140 votes with respect thereto, and holders of Voting Preferred Shares entitled to cast 126,337 votes with respect thereto, on May 23, 2023, and such number cast for the Amendment was sufficient for approval of the Amendment.

IN WITNESS WHEREOF, I have signed this certificate on May 23, 2023.

HUMMINGBIRD NANO, INC.

By: 
Candace Gillette, Chief Executive Officer