

ARTICLES OF INCORPORATION

OF

VOS DIGITAL GROUP, INC.

A Nevada Corporation

ARTICLE I

NAME

The name of the corporation is VOS Digital Group, Inc. (the "Corporation").

ARTICLE II

RESIDENT AGENT AND REGISTERED OFFICE

The name of the Corporation's resident agent for service of process is National Registered Agents, Inc. of NV, located at 311 S. Division Street, Carson City, NV 89703.

ARTICLE III

CAPITAL STOCK

3.01 *Authorized Capital Stock.* The total number of shares of stock this Corporation is authorized to issue shall be five-hundred and two million (502,000,000) shares, par value \$.001 per share. This stock shall be divided into two classes to be designated as "Common Stock" and "Preferred Stock" ("Preferred Stock").

3.02 *Common Stock.* The total number of authorized shares of Common Stock shall be five hundred million (500,000,000).

3.03 *Preferred Stock.* The total number of authorized shares of Preferred Stock shall be two million (2,000,000) shares, which shall be designated as Series A Preferred Stock, which the board of directors shall have the authority to authorize the issuance of the series from time to time, and which series shall have the following designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions:

A. Voting: Except as otherwise expressly required by law, each holder of Series A Preferred Stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation and shall be entitled to one hundred (100) votes for each share of Series A Preferred Stock owned at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise required by law, the holders of shares of Series A Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.

B. Conversion Right:

i. From the date of issuance of the Series A Preferred Stock, each holder of Series A Preferred Stock (hereinafter "Series A Holder") may, from time to time, convert any or all of such holder's shares of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock in an amount equal to four (4) shares of Common Stock for each one (1) share of Series A Preferred Stock (the "Conversion Ratio") surrendered. Notwithstanding the foregoing, a holder may not convert any share of Series A Preferred Stock if the market price or value of the Common Stock as determined by the Corporation's Board of Directors is below \$3.00 per share.

- ii. If there is a sale, conveyance or disposition of all or substantially all of the assets of the Corporation, an effectuation by the Corporation of a transaction of series of related transactions in which more than 50% of the voting power of the Corporation, on a fully diluted basis, will be disposed of, or a consolidation, merger or other business combination of the Corporation with or into any other individual, corporation, limited liability company, partnership, association, trust or other entity or organization where the Corporation is not the survivor, then immediately prior to the occurrence of any such event each holder of Series A Preferred Stock may convert any or all of such holder's shares of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock in accordance with the Conversion Ratio; provided however, that all outstanding shares of Series A Preferred Stock may be converted upon the vote of the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock.

C. Transfer:

- i. No person holding shares of Series A Preferred Stock of record may transfer, and the Corporation shall not register the transfer of, such shares of Series A Preferred Stock, whether by sale, assignment or otherwise, without the vote or written consent of the holders of at least a majority of the remaining outstanding shares of the Series A Preferred Stock; provided however, that a Series A Preferred holder may transfer such shares by gift or bequest upon such terms are may be agreed to by the non-transferring holders of Series A Preferred Stock.
- ii. Any transfer of the shares of Series A Preferred Stock not permitted hereunder shall result in the conversion of the transferee's shares of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock in an amount equal to one (1) share of Common Stock for each one (1) share of Series A Preferred Stock, effective the date on which certificates representing such shares are presented for the transfer on the books of the Corporation. The Corporation may, in connection with preparing a list of stockholders entitled to vote at any meeting of stockholders, or as a condition to the transfer or the registration of shares of Series A Preferred Stock on the Corporation's books, require the furnishing of such affidavits or other proof as it deems necessary to establish that such person is the beneficial owner of shares of Series A Preferred Stock.

D. Liquidation Preference:

- i. The Series A Preferred Stock shall have no liquidation preference upon the liquidation, dissolution, or winding up of the business of the Corporation, whether voluntary or involuntary.

E. Restriction and Limitations:

- i. Except as expressly provided herein or as required by law so long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock, take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series A Preferred Stock, including without limitation:
 - i. Cancel or modify the adversely and materially the voting rights as provided in paragraph A herein; or
 - ii. Take any action which would result in the change of control of fifty percent (50%) or more of the ownership of the Corporation.

F. Other Provisions:

- i. The Corporation shall at times reserve from its authorized Common Stock a sufficient number of shares to provide for conversion of all Series A Preferred Stock from time to time outstanding.

- ii. The Corporation and its transfer agent, if any, for the Series A Preferred Stock may deem and treat the record holder of any shares of Series A Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

ARTICLE IV

DIRECTORS

The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, except that at no time shall there be less than one director.

ARTICLE V

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Nevada Revised Statutes ("NRS").

ARTICLE VI

DIRECTORS' AND OFFICERS' LIABILITY

The individual liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the NRS, as the same may be amended and supplemented. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE VII

INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or

was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person, and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Dated: October 5, 2015

By: *s/ Marcelle S. Balcombe*

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