

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HEALTHWAREHOUSE.COM, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 2020, AT 1:11 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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Authentication: 203828744
Date: 10-09-20

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
HEALTHWAREHOUSE.COM, INC.**

HEALTHWAREHOUSE.COM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is Healthwarehouse.com, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is August 5, 1998.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions on August 14, 2020 with respect to an amendment to the Corporation's Certificate of Incorporation as set forth below, declaring such amendment to be advisable, and directing that such amendment be submitted for approval by the Corporation's stockholders:

1. Pursuant to Section 242 of the Delaware General Corporation Law, this Certificate of Amendment hereby amends the provisions of the Corporation's Certificate of Incorporation by deleting the first paragraph of Article **Fourth** and substituting therefore a new first paragraph to read in its entirety as follows:

"Fourth: This Corporation is authorized to issue two classes of shares to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of Common Stock that this Corporation is authorized to issue is 125,000,000, with a par value of \$0.001 per share, and the total number of shares of Preferred Stock that this Corporation is authorized to issue is 1,000,000, with a par value of \$0.001 per share. Shares of Common Stock or Preferred Stock that are cancelled, redeemed, purchased or otherwise acquired by the Corporation may be reissued except as otherwise provided by law."

FOURTH: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted for approval to the stockholders of the Corporation entitled to vote thereon, and was duly adopted and approved by such stockholders on October 7, 2020 in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, HealthWarehouse.com, Inc. has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 7th day of October, 2020.

HEALTHWAREHOUSE.COM, INC.

By: _____
Peters

President and Chief Executive Officer

Joseph