

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

DarkPulse, Inc.

Form: 8-K

Date Filed: 2018-07-24

Corporate Issuer CIK: 866439

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 18, 2018**

DarkPulse, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-18730

(Commission File Number)

36-3688583

(IRS Employer Identification Number)

8760 Virginia Meadows Dr.

Manassas, Virginia

(Address of principal executive offices)

20109

(Zip Code)

(800) 436-1436

(Registrant's telephone number, including area code)

Klever Marketing, Inc.

1100 E. 6600 So., #305

Salt Lake City, UT 84121

(former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Precommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Precommencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.

As disclosed in the registrant's Current Report on Form 8-K filed on May 1, 2018 (the "May 1st Current Report"), on April 27, 2018, the registrant, formerly known as Klever Marketing, Inc. and now known as DarkPulse, Inc. (the "Company"), DarkPulse Technologies Inc., a New Brunswick corporation (the "Private Company"), and DPTH Acquisition Corporation, a Utah corporation and wholly owned subsidiary of Parent (the "Merger Subsidiary") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which the Merger Subsidiary would merge with and into the Private Company and the Private Company would be the surviving corporation and become a wholly owned subsidiary of the Company (the "Merger"). As disclosed in the registrant's Current Report on Form 8-K/A filed on July 13, 2018 (the "July 13th Current Report"), on July 7, 2018, the parties to the Merger Agreement amended the Merger Agreement to (i) eliminate the requirement that the Company effect a reverse stock split prior to closing, (ii) modify the number and type of shares that would be issued to the shareholders of the Private Company in the Merger, and (iii) make several other clerical amendments to the Merger Agreement.

With respect to eliminating the requirement that the Company effect a reverse stock split prior to closing, on or about July 7, 2018, the Company determined that it would not pursue a reverse stock split prior to closing and that it would abandon its preliminary Schedule 14C filed on June 7, 2018, with respect to the reverse stock split. The Company will file a new preliminary Schedule 14C should it determine to pursue a reverse stock split in the future.

With respect to the merger consideration to be received by the shareholders of the Private Company, instead of 85,000 shares of Company common stock being issued for each 1 share of Private Company common stock in the Merger, the parties amended the Merger Agreement to require the Company to issue 100 shares of Series D Preferred Stock for each 1 share of Private Company common stock.

On July 18, 2018, the parties closed the Merger and filed Articles of Merger merging the Merger Subsidiary with and into the Private Company, the Private Company paid the Company \$150,000 as required by the Merger Agreement, and the Company issued 88,235 shares of its Series D Preferred Stock (the "Shares") to the Private Company shareholders in consideration of their shares of the Private Company, with the Private Company becoming a wholly owned subsidiary of the Company. As a result of the Merger, the Private Company has been acquired by the Company, and the Private Company is now a wholly owned subsidiary of the Company.

The foregoing descriptions of the Merger Agreement and its amendment are qualified in their entirety by reference to the full text of the Merger Agreement and the amendment to the Merger Agreement, filed as Exhibit 2.1 to each of the May 1st Current Report and July 13th Current Report, respectively, and incorporated by reference in this report.

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

The description of the issuances of the Shares to the Private Company shareholders set forth in Item 2.01 above is incorporated by reference into this Item 3.02. The issuance of the Shares was made in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506(b) of Regulation D promulgated thereunder, as there was no general solicitation, the issuances did not involve a public offering, and there were only seven Private Company shareholders, each of whom were accredited or financially sophisticated.

ITEM 5.01 CHANGES IN CONTROL OF REGISTRANT.

In connection with the Merger, as of July 18, 2018, all shares of the Company's Class A Voting Preferred Stock, Class B Voting Preferred Stock, and Class C Voting Preferred Stock had been returned to the Company and cancelled, and immediately prior to closing the Merger on July 18, 2018, there were 89,680,567 shares of the Company's common stock outstanding. As each share of Series D Preferred Stock entitles the holder to 6,000 votes on all matters submitted to a vote of the stockholders, and 88,235 shares of Series D Preferred Stock (the "Shares") were issued to the Private Company shareholders in connection with the merger on July 18, 2018, the issuance of the Shares to the Private Company shareholders constituted a change of control as the Private Company shareholders now own 100% of the Company's outstanding preferred stock, and the Shares entitle the Private Company shareholders to approximately 85.5% of the total votes associated with the Company's common and preferred stock.

The description of the issuances of the Shares to the Private Company shareholders set forth in Item 2.01 above is incorporated by reference into this Item 5.01, and the description of the Series D Preferred Stock set forth in Item 5.03 below is also incorporated by reference into this item.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

In connection with the Merger and as of July 18, 2018, Paul Begum, Jerry Wright, and Robert Campbell resigned from all director and officer positions with the Company, and the following individuals were appointed to the following positions with the Company:

Name	Age	Position
Dennis M. O'Leary	55	CEO & Chairman of the Board of Directors
Thomas A. Cellucci	60	Co-CEO & Director
Stephen Goodman	74	Chief Financial Officer
Mark Banash	57	Chief Technology Officer
David Singer	68	Chief Marketing Officer

The following summarizes the background of each such executive officer and appointed director.

Dennis M. O'Leary

Mr. O'Leary is a serial entrepreneur with significant international experience having founded Sulu Electric Power and Light Corp (Philippines), a firm with expertise in utility scale power generation and solar energy. He is the co-founder and Chairman of DarkPulse Technologies Inc., a firm developing specialized devices that monitor activities along national borders and provide structural health and safety monitoring of oil and gas pipelines. He holds extensive start-up experience including multiple exit strategies. Mr. O'Leary is an Ambassador for the Province of New Brunswick, Canada, and a Research Member of the NATO Science and Technology Organization. He served as a member of the Board at Arizona State University's School of Engineering, Global Resolve as Chair of the Impact Committee. His previous employment includes the NYPD where he worked as a member of the Manhattan North Tactical Narcotics Team, which prosecuted establishments involved in the illegal distribution of narcotics. He was a member of a joint taskforce working with the DEA and USINS in the execution of warrants related to narcotics trafficking. While at the NYPD, he was assigned to the Department of Justice as a member of the FBI's investigative team with internal designation C14. He is a licensed private pilot with turbine experience. Mr. O'Leary is not, and has not been during the past 5 years, the director of any other public companies.

Thomas A. Cellucci, PhD, MBA

Dr. Cellucci has been a senior executive in both the private and public sectors for over 36 years. He is the co-CEO and a Board member of DarkPulse Technologies Inc., as well as the Chairman and CEO of Bravatek Solutions, Inc., a publicly traded company on the over-the-counter market with the ticker symbol "BVTK." He founded and still owns/operates Cellucci Associates, Inc. with headquarters at Harvard Square in Cambridge, Massachusetts. Dr. Cellucci served as the US Government's first-ever Chief Commercialization Officer after a very successful career managing high technology firms, working for both President George W. Bush and President Obama from 2007-2012. He worked at both the White House, as well as the US Department of Homeland Security. He also currently assists President Trump's team when asked, most recently writing a book on innovative, commercialization-based public-private partnerships for Critical Infrastructure/Key Resources. Dr. Cellucci has authored or co-authored 25 scholarly books and over 211 high-tech and business articles, and he currently holds the highest security levels in the US government and military. He earned a PhD in Physical Chemistry from the University of Pennsylvania (1984), an MBA from Rutgers University (1991) and a BS in Chemistry from Fordham University (1980). He is on a number of Boards and served as the Chairman of the World Bank's International Science and Commercialization Board and is the Chairman of Eurasian Technological University in Almaty, Kazakhstan. He currently holds two endowed Chairs at prestigious universities in Kazakhstan, and he has previously taught at Harvard Business School, Princeton University and the University of Pennsylvania.

Stephen Goodman, JD, MBA

Mr. Goodman has over four decades of experience in the management and treasury function of both private and publicly owned companies. After graduating from the Wharton School, he served three years active duty as a junior officer in the Coast Guard, assigned to the supply center servicing all Coast Guard ships and stations throughout the world. He then was the Treasurer of a small international public electronics company that manufactured a component employed in virtually all electronic equipment. He subsequently founded several financial companies specializing in providing funding to both small and medium sized businesses, and to individuals using real estate as collateral.

In the early 90's, he and two associates founded a pager and cellular distribution business, which led to his becoming a principal, director, and the CFO for Prime Companies Inc., a publicly owned wireless telecommunications company. In that position, he developed and implemented a business plan, including funding, for the buildout of fixed broadband wireless systems. He initiated a plan to spin off a subsidiary, providing a dividend to the company's 1300 shareholders. He developed the winning plan to jointly develop and commercialize wireless licenses owned by a mid-Atlantic university. He developed a distribution network of retailers for prepaid wireless and dial tone telephone services, for the company's wholly owned California licensed Competitive Local Exchange Carrier.

He earned a BS degree from the Wharton School at the University of Pennsylvania, an MBA from New York University, and a Juris Doctor degree from William Howard Taft University.

He has been an adjunct professor at the University of Phoenix, teaching finance and communications in the graduate and undergraduate schools, both online and in the classroom.

He was a member and the Treasurer for the Maricopa County Sheriff's North Valley Posse, and was the Commander of his local American Legion Post until June 30, 2018, when his term expired.

Mark Banash, PhD, MBA

Dr. Banash has almost 30 years of experience in bringing advanced technology from the laboratory to the marketplace. His work covers biocides, polymers, coatings, ceramics, and new forms of glass for laser optic applications. In 2003, he moved to Zyvex where he oversaw production of the company's nanopositioning systems for electron microscopes as well as its carbon nanotube resins for advanced composites. In 2007, he went to Nanocomp Technologies, where as VP-Chief Scientist he was responsible for everything for the company's carbon nanotube materials from basic research to quality control to new product formats. Following Nanocomp's recent sale to Huntsman, he went to AvCarb where he now heads the Engineering Development of new carbon materials for fuel cells, flow batteries, hydrogen generators, and energy storage. He has also served as an operations and technical consultant to DarkPulse Technologies Inc. since October 2017, working on transitioning the technology from prototype to a manufacturable design.

Dr. Banash holds a BA with honors in Chemistry with minors in Mathematics and English from the University of Pennsylvania, and a Ph.D. in Chemistry from Princeton University. He also holds an MBA from the University of Maryland, University College, where he was subsequently a professor teaching Operations Management until 2012. He is a Six Sigma Black Belt and has worked with ISO and NIST on metrology and quality standards related to new technologies.

David Singer

Mr. Singer brings over four decades of experience working with both national and international companies developing business relationships and expanding new and existing business opportunities. He also brings a wealth of proven experience working in, and with, public companies as he served as the Chairman, CEO and President of an American Stock Exchange company, as well as served in various positions in OTC companies for over 20 years.

Currently, Mr. Singer serves as the Chief Marketing/Sales Officer for DarkPulse Technologies Inc. He served ten years as Vice President, Project Manager for Hatzel & Buehler, Inc., the county's oldest electrical contractor. In this position he served as project manager for several commercial and industrial projects, such as; Renaissance Center in downtown Detroit, Ford Motor Company assembly facilities, University of Michigan building automation systems, Hyatt Regency Hotel life-safety systems, Michigan Bell facilities, and Detroit Edison facilities.

He joined CSL as Vice President of sales and marketing and became President at CSL Energy Controls. A shared energy savings company. CSL provided shared energy savings opportunities for commercial customers, industrial and industrial customers national wide.

Mr. Singer served as a special consultant to the General President of the Sheetmetal Workers International Association where he helped establish the National Energy Management Institute, NEMI. The National Energy Management Institute is a not-for-profit organization jointly funded and managed by the Sheet Metal and Air Conditioning Contractors' National Association (SMACNA) and the International Association of Sheet Metal, Air, Rail and Transportation Workers (SMART). NEMI develops programs seeking to create or expand employment opportunities for SMART members and programs that assist SMACNA contractors.

Mr. Singer served as Vice President of energy and environmental municipal financing of First Municipal Division at Banc One Leasing Corporation, where he oversaw the financing for co-generation, trash-to-cash energy development projects; and energy conservation programs for Federal, State and municipal projects, including the first Federal Energy Shared Savings project for the United States Government.

Mr. Singer served as President of Highland Energy Group., a national energy service company (ESCO) providing demand side management (DSM) services to public utilities, such as the Public Service Company of Colorado, Duke Power, and Texas Utilities.

At Navtech Industries, Mr. Singer worked with New Mexico Governor Gary Johnson, US Congressman Bill Richardson, US Senator Pete Domenici and Navajo President Albert Hale to renovate a 50,000 SqFt manufacturing facility in Shiprock, NM, on the Navajo Reservation to establish an electronic contract manufacturing facility. Navtech employed over 350 Navajo workers, were they provided all aspects of electronic contractor assembly services. Navtech provided the assembly and electronics for the Freemont Street Experience in downtown Las Vegas, in-room honor bars for Marriott Hotel worldwide and player tracking systems for casino slot machines for the major manufactures.

World Wireless Communications, Inc. was formed in 1996. Mr. Singer became its President in 1997, and following that, he was appointed its CEO and Chairman. World Wireless was a pink sheet company, and in 2000, under Mr. Singer's leadership, became an AMEX traded company. World Wireless provided both wireless and electronic contract assembly services. It used its wireless technology to provide companies such as The Williams Companies wireless SCADA technology to monitor its natural-gas pipelines through the United States, and wireless remote data acquisition from natural gas meters at remote customers through-out the United States. World also worked with several electrical utilities nationwide to connect meters for near-real-time data monitor of actual energy usage. World Wireless was selected by Matsushita Electric Industrial Co, Panasonic, to develop its spread-spectrum 2.4 GHz radio platform for their cordless telephone, the Giga-Range, which was introduced in 1999. In 2000, World established Xtra-Web a standalone platform to transfer information from a device to the Internet, which has now become widely known as "smart" technology. Xtra-Web technology was incorporated in restaurant equipment for Wendy's, McDonalds, and deployed in gathering real-time operation information on HVAC systems and vending machines worldwide.

After leaving World Wireless, he served as Interim Chief Financial Officer of the Company, and as its Interim Chief Executive Officer where he worked with the Company's prior management to market its smart shopper technology to Fujitsu.

Before joining DarkPulse, Mr. Singer served as President, CTO, and Director of Intelligent Highway Solutions, Inc., a publicly traded company on the over-the-counter market with the ticker symbol "IHSL." He directed the formation of that company from a private company to a public vehicle, overseeing the filing of its registration statement.

The terms of the employment of the Company's newly appointed officers and directors have not yet been finalized.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On July 12, 2018, the Company filed a Certificate of Designation with the State of Delaware amending the designation of its previously designated "Class D Voting Preferred Stock," designating 100,000 shares of the Company's preferred stock as "Series D Preferred Stock." Each share of Series D Preferred Stock entitles the holder to 6,000 votes on all matters submitted to a vote of the Company's stockholders and is convertible at the election of the holder into a number of shares of common stock equal to the number of outstanding shares of stock of the Company multiplied by $5 \frac{2}{3}$, divided by the number of outstanding shares of Series D Preferred Stock. For example, immediately after closing the Merger on July 18, 2018, there were 89,680,567 shares of the Company's common stock outstanding, and 88,235 shares of Series D Preferred Stock outstanding, and therefore each share of Series D Preferred Stock would be convertible into approximately 5,765 shares of common stock.

On July 20, 2018, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the State of Delaware, changing the name of the Company to "DarkPulse, Inc." The Company intends to file a corporate action notification with the Financial Industry Regulatory Authority (FINRA) to change the name of the Company and its ticker symbol with the over-the-counter markets.

The foregoing descriptions of the Certificate of Amendment and Certificate of Designation are qualified in their entirety by the full text of such Certificates, filed as Exhibits 3.1 and 3.2 hereto, respectively, and incorporated by reference in this report. Neither certificate required shareholder approval pursuant the relevant provisions of the Delaware General Corporation Law.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired.

The Company will file any financial statements required by this Item not later than 71 days after July 24, 2018.

(b) Pro Forma Financial Information.

The Company will file any financial statements required by this Item not later than 71 days after July 24, 2018.

(d) Exhibits:

The exhibits listed in the following Exhibit Index are filed as part of this report:

Exhibit No. Description

- 3.1 [Certificate of Amendment to Certificate of Incorporation filed July 20, 2018](#)
- 3.2 [Certificate of Designation filed July 12, 2018](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DarkPulse, Inc.

Dated: July 24, 2018

By: /s/ Dennis M. O'Leary
Dennis M. O'Leary
CEO & Chairman

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Klever Marketing, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and with no meeting of the stockholders of said corporation for consideration thereof being necessary pursuant to Section 242(b)(1) of the General Corporation Law of the State of Delaware as the proposed amendment is to change the corporation's corporate name. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "I" so that, as amended, said Article shall be and read as follows:

The name of the corporation (the "Corporation") shall be:

DarkPulse, Inc.

SECOND: That, after resolution of its Board of Directors, no special meeting of the stockholders of said corporation was called or held nor was action taken by written consent of the stockholders as the amendment is to change the corporation's corporate name, and pursuant to Section 242(b)(1) of the General Corporation Law of the State of Delaware, no stockholder vote or approval is necessary.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 20th day of July, 2018.

By: /s/ Thomas A. Cellucci
Title: Secretary & Director
Name: Thomas A. Cellucci

Delaware

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 DESIGNATION OF "KLEVER MARKETING, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2018, AT 11:50 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2215728 8100
SR# 20185632051

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

Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203053795
Date: 07-12-18

**CERTIFICATE OF DESIGNATION OF THE
PREFERENCES AND RIGHTS
OF THE
SERIES D PREFERRED STOCK
OF
KLEVER MARKETING, INC.**

The undersigned, Paul Begum, does hereby certify that:

A. He is the duly acting President of KLEVER MARKETING, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation").

B. Pursuant to authority conferred upon the Board of Directors by the Certificate of Incorporation of the Corporation, as previously amended and restated, and pursuant to the provisions of Section 151 of the Delaware General Corporation Law, said Board of Directors, pursuant to taking action by written consent on July 11th, 2018, approved and adopted a resolution, pursuant to its authority as aforesaid, to (1) fix the rights, preferences, privileges and restrictions of, and the number of shares comprising, of the Corporation's Series D Preferred Stock, and (2) to authorize this Certificate of Designation for the Series D Preferred Stock, the Corporation has the authority to issue, as follows:

RESOLVED, that the Board of Directors, pursuant to authority given by the Corporation's Certificate of Incorporation, does hereby provide for the issuance of a series of preferred stock for cash or exchange of other securities, rights or property, and does hereby fix and determine the rights, preferences, privileges and restrictions, and the number of shares constituting such Series, and other matters relating to the Series D Preferred Stock and the designation of such series, set forth below.

C. The Board of Directors does hereby provide for the issuance of a series of preferred stock for cash or exchange of other securities, rights or property and does hereby fix and determine the rights, preferences, privileges and restrictions, and the number of shares and other matters relating to the Series D Preferred Stock, as follows:

TERMS OF SERIES D PREFERRED STOCK

1 . Number and Designation. This series shall consist of 100,000 shares of preferred stock of the Corporation that shall be designated the "Series D Preferred Stock" (hereinafter referred to as the "Series D Stock"). The number of authorized shares of Series D 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 Delaware General Corporation Law 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 holders of the Series D Stock (the "Series D Holders"). None of the shares of Series D Stock have been issued.

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 D 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 D 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 the shares of Series D Stock held by such holder are convertible into.

3. Voting Rights.

A. Subject to the provision for adjustment hereinafter set forth, each share of Series D Stock shall entitle the holder thereof to 6,000 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time on or after the date that Series D Stock has been issued ("Distribution Date") declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater (but not lesser) number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series D Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

B. Except as otherwise provided herein, in the Certificate of Incorporation, or by law, the holders of shares of Series D Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

C. Except as set forth herein, holders of Series D Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

4. Conversion. Each share of Series D Stock shall be convertible into a number of shares of Common Stock, at the sole and exclusive election of the holder of such share of Series D Preferred Stock, equal to the following: the number of the outstanding shares of the Corporation multiplied by $5 \frac{2}{3}$, divided by the number of outstanding shares of Series D Stock. As an example for clarity, if the Corporation had outstanding 90,000,000 shares of Common Stock, and 100,000 shares of Series D Stock, each share of Series D Stock would be convertible into 5,100 shares of Common Stock.

5. Liquidation.

A. Series D Stock Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Corporation's Series D Stock entitled, by reason of their ownership of Series D Stock, to receive the preferential amount, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Series D Stock and Common Stock, shall be paid such preferential amount prior to any distribution of any assets of the Corporation to the holders of Series D Stock and Common Stock.

B. Remaining Distribution. Upon the completion of the distribution required by Section 5.A., above, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Series D Stock, the Series D Stock and the Common Stock pro rata based on the number of shares of Common Stock held by each (assuming conversion of all such Series D Stock).

6. Miscellaneous.

A. Registration of Transfer. The Corporation will keep at its principal office a register for the registration of Series D Stock. Upon the surrender of any certificate representing Series D 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 D 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 D Stock shall be senior to the Corporation's outstanding Common Stock referred to herein as "Junior Securities."

D. 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 D Stock.

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 D Stock then outstanding.

G. The number of authorized shares of preferred stock of the Corporation is 2,000,000, and the number of shares of Series D Stock which has been issued is 0 shares.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed this Certificate this 11th day of July, 2018.

KLEVER MARKETING, INC.

By: /s/ Paul G. Begum

Name: Paul G. Begum

Title: President