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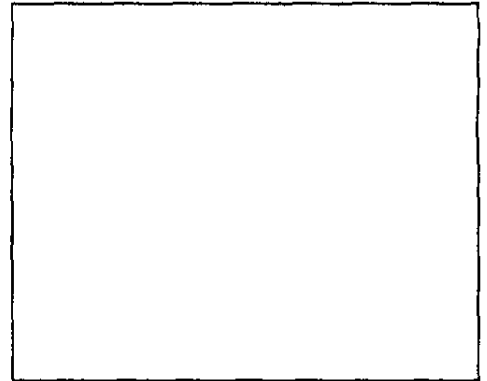
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ENTITY NAME:

NUVEL HOLDINGS, INC.

CK# 7446 FOR \$87.50

(\$43.75 for this filing)

PLEASE FILE THE ATTACHED AMENDMENT (SERIES OH-1) & RETURN THE FOLLOWING:

CERTIFIED COPY

STAMPED COPY

CERTIFICATE OF STATUS

Examiner's Initials

Articles of Amendment
to
Articles of Incorporation
of

FILED
16 NOV 30 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nuvel Holdings, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Not Applicable.

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

Not Applicable.

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

Not Applicable.

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

Not Applicable.

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 11/30/16 _____

Signature Richard Resnick _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard Resnick

(Typed or printed name of person signing)

Acting Chief Executive Officer

(Title of person signing)

**CERTIFICATE OF DESIGNATION
OF
SERIES OH-1 CONVERTIBLE PREFERRED STOCK
OF
NUVEL HOLDINGS, INC.**

Pursuant to Section 607.0602 of the Florida Statutes (the “Act”), Nuvel Holdings, Inc., a Florida corporation (the “Corporation”) does hereby certify that pursuant to the authority conferred upon the Board of Directors of the Corporation (the “Board of Directors”) by Article 3 of the Amended and Restated Articles of Incorporation of the Corporation, and in accordance with the provisions of Section 607.0602 of the Act, the Board of Directors of the Corporation has duly adopted this Certificate of Designation and established a series of preferred stock of the Corporation, designated as “Series OH-1 Convertible Preferred Stock,” par value \$0.001 per share, with the powers, preferences, limitations and relative rights embodied in this Certificate of Designation.

1. **Number; Title.** One Million (1,000,000) shares of the Corporation’s authorized but undesignated stock are hereby designated as Series OH-1 Convertible Preferred Stock (the “**Series OH-1 Convertible Preferred Stock**”). Such number of shares may be increased or decreased (but not less than the number of shares of Series OH-1 Convertible Preferred Stock outstanding) from time to time by resolution of the Board of Directors without the consent or approval of the holders of the Series OH-1 Convertible Preferred Stock.
2. **No Dividends.** No dividends shall accrue on the Series OH-1 Convertible Preferred Stock.
3. **Liquidation Rights.**
 - (a) **Definition.** “**Liquidation**” means the dissolution, winding up, liquidation or reorganization of the Corporation, whether voluntary or involuntary, under chapter 11 or chapter 7 of Title 11 of the United States Code, as now constituted or hereafter amended, or any other federal or state bankruptcy, insolvency, receivership or similar law.
 - (b) **Effect of Liquidation.** In the event of any Liquidation, and following any distribution of assets or surplus funds of the Corporation to the holders of any class of shares of preferred stock of the Corporation ranking senior to the Series OH-1 Convertible Preferred Stock with respect to payments upon Liquidation (such preferred stock hereinafter called “**Senior Liquidation Stock**”), the holders of the Series OH-1 Convertible Preferred Stock then outstanding shall be entitled to participate in the distribution of such remaining assets or surplus funds, with the holders of Common Stock and any other class or series of capital stock of the Company that is entitled to participate in the distribution of such remaining assets and surplus funds of the Corporation upon its Liquidation (the “**Participating Classes**”), pro rata based on the voting rights to which they are entitled vis a vis such other Participating Classes.
4. **Voting Rights.**
 - (a) **Generally.** Except as otherwise provided in Section 4(b) below, in any vote by the shareholders of the Corporation to elect directors, whether at a meeting or by action in lieu of a meeting, each holder of Series OH-1 Convertible Preferred Stock shall have eight thousand (8,000) votes per each whole share of Series OH-1 Convertible Preferred Stock with respect to such director election. At all other meetings of the shareholders of the Corporation and in

the case of any other actions of shareholders in lieu of such meetings, each holder of Series OH-1 Convertible Preferred Stock shall have ten thousand (10,000) votes per each whole share of Series OH-1 Convertible Preferred Stock on all matters submitted to a vote or for the consent of the Corporation's shareholders. Except as may be otherwise provided in this Certificate of Designation or by law, the holders of the Series OH-1 Convertible Preferred Stock shall vote together with the holders of the Common Stock as a single class on all actions to be taken by the shareholders of the Corporation.

- (b) Special Voting Rights. Without the affirmative vote or consent of holders of at least a majority of the Series OH-1 Convertible Preferred Stock at the time outstanding or except as otherwise provided herein, the Corporation shall not amend this Certificate of Designation so as to alter or repeal the preferences, rights, privileges or powers of the Series OH-1 Convertible Preferred Stock in a manner that would adversely affect the rights of the holders of the Series OH-1 Convertible Preferred Stock.

5. Conversion.

- (a) Automatic Conversion Upon Reverse Stock Split. The Corporation is a party to that certain Agreement and Plan of Merger dated as of July 1, 2016 with OrangeHook, Inc., a Minnesota corporation and OH Acquisition Corp., a Minnesota corporation and wholly-owned subsidiary of the Corporation, as amended (the "**Merger Agreement**"). Section 6.17 of the Merger Agreement requires that the Corporation call, give notice of, convene and hold a meeting of the Corporation's shareholders (the "**Nuvel Shareholder Meeting**") for the purpose of considering and taking action upon a proposal to approve a One-for-One Million Two Hundred Thousand (1-for-1,200,000) reverse split of the Common Stock (the "**Reverse Stock Split**"), or in lieu of holding the Nuvel Shareholder Meeting obtain the written consent of the number of Nuvel shareholders necessary to effect the Reverse Stock Split. Immediately following consummation of the Reverse Stock Split (evidenced by the filing of the Amendment with the Florida Secretary of State), all outstanding shares of Series OH-1 Convertible Preferred Stock shall convert into that number of shares of fully paid and non-assessable Common Stock determined in accordance with paragraph (b) below. Any conversion pursuant to this Section 5(a) shall be deemed to occur without any further action by the holders of Series OH-1 Convertible Preferred Stock and whether or not the certificates representing such shares of Series OH-1 Convertible Preferred Stock are surrendered to the Corporation or its transfer agent.
- (b) Conversion Rate. Subject to adjustment as provided in paragraph (c) below, each outstanding share of Series OH-1 Convertible Preferred Stock will convert into 21.314061 shares of Common Stock (the "**Conversion Shares**") (the "**Conversion Rate**"). For clarification purposes, because the automatic conversion of the Series OH-1 Convertible Preferred Stock will occur following the Reverse Stock Split, the Conversion Shares will not be impacted by the Reverse Stock Split.
- (c) Adjustment for Stock Splits, Stock Dividends and Combinations of Common Stock. Except as provided below in this Section 5(c), in the event the outstanding shares of Common Stock shall, after the filing of this Certificate of Designation be subdivided (split) or combined (reverse split), by reclassification or otherwise, or in the event of any dividend or other distribution payable on the Common Stock in shares of Common Stock, the Conversion Rate in effect immediately prior to such subdivision, combination, dividend or other distribution shall, concurrently with the effectiveness of such subdivision, combination, dividend or other distribution, be proportionately adjusted. Section 6.17 of the Merger Agreement requires that

the Corporation call, give notice of, convene and hold the Nuvel Shareholder Meeting for the purpose of considering and taking action upon a proposal to approve the Reverse Stock Split. Notwithstanding the foregoing provisions of the Section 5(c), no adjustment to the Conversion Rate will result from the Reverse Stock Split.

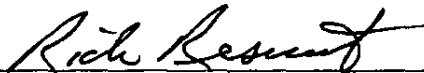
- (d) Compliance with Securities Laws. The Corporation shall comply with all securities laws regulating the offer and delivery of shares of Series OH-1 Convertible Preferred Stock.
 - (e) Rounding. All calculations hereunder shall be made to the nearest cent or rounded up to the nearest whole share, as the case may be.
 - (f) Notices. Whenever the Conversion Rate is adjusted as herein provided, the Corporation shall give prompt notice by mail to the holders of record of the outstanding shares of the Series OH-1 Convertible Preferred Stock of such adjustment, which notice shall set forth the adjustment and the new Conversion Rate. Notwithstanding the foregoing, failure by the Corporation to give such notice or a defect in such notice shall not affect the binding nature of such corporate action by the Corporation.
6. Status of Converted Stock. In the event any shares of Series OH-1 Convertible Preferred Stock shall be converted, the shares so converted shall not be reissuable by the Corporation as Series OH-1 Convertible Preferred Stock but shall be designated as authorized and undesignated preferred stock and available for issuance by the Corporation as undesignated preferred stock. At such time as all outstanding shares of Series OH-1 Convertible Preferred Stock have been converted, (i) any theretofore authorized but unissued shares of such series shall return to the status of undesignated preferred shares of the Corporation, (ii) this Certificate of Designation shall be deemed amended to eliminate all authorized Series OH-1 Convertible Preferred Stock and the terms and provisions thereof, and (iii) the Board of Directors and officers of the Corporation are authorized to take such action and execute and file such instruments as may be necessary or appropriate to effect such amendment.
7. Common Stock Defined. As used in this Certificate of Designation, the term "Common Stock" shall mean and include the Corporation's presently authorized Common Stock, par value \$0.001 per share, and shall also include any capital stock of any class of the Corporation hereafter authorized which shall have the right to vote on all matters submitted to the shareholders of the Corporation and shall not be entitled to a preference or limited to a fixed sum or percentage in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon any Liquidation of the Corporation.
8. Uncertificated Shares; Absolute Owner. Shares of Series OH-1 Convertible Preferred Stock will not be certificated, but will instead be held in book-entry form. Upon request, holders of Series OH-1 Convertible Preferred Stock will be entitled to the statement described in Section 607.0626(2) of the Act. The Corporation will, however, issue certificates representing the Conversion Shares unless and until otherwise determined by the Board. The Corporation or its agent will maintain a stock-transfer ledger in which all relevant information regarding outstanding Series OH-1 Convertible Preferred Stock and its holders will be maintained. The Corporation may deem the holder, whether an individual or an entity, in whose name shares of Series OH-1 Convertible Preferred Stock is registered upon the Corporation's books to be, and may treat it as, the absolute owner of such shares of Series OH-1 Convertible Preferred Stock for all purposes, and the Corporation shall not be affected or bound by any notice to the contrary.

9. **Waiver.** Any right, preference or power provided for in this Certificate of Designation with regard to shares of Series OH-1 Convertible Preferred Stock may be waived, either prospectively or retroactively, by approval (by vote or written consent, as provided by law) of the affirmative vote or consent of holders of at least a majority of the Series OH-1 Convertible Preferred Stock at the time outstanding, which such approval shall be binding upon all holders of Series OH-1 Convertible Preferred Stock.

[Signature Page Follows]

IN WITNESS WHEREOF, Nuvel Holdings, Inc. has caused this Certificate of Designation to be executed by the undersigned on this 30 day of November, 2016.

NUVEL HOLDINGS, INC.

A handwritten signature in cursive script, appearing to read "Rick Resnick", is written over a horizontal line.

Name: Rick Resnick
Title: Chief Executive Officer