

EXHIBIT A

Teliix, Inc.

Articles of Incorporation



Colorado Secretary of State
 Date and Time: 12/29/2017 01:10 PM
 ID Number: 20041346840
 Document number: 20171970474
 Amount Paid: \$25.00

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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20041346840
(Colorado Secretary of State ID number)
 Entity name TellAX, Inc.

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

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6. The true name and mailing address of the individual causing the document to be delivered for filing are

Rushton Krystal
(Last) (First) (Middle) (Suffix)
Koenig, Oelsner, Taylor, Shoenfeld
(Street name and number or Post Office Box information)
999 18th Street, Suite 1825
Denver CO 80227
(City) (State) (Postal/Zip Code)
United States
(Province - if applicable) (Country - if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

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Colorado Secretary of State
 Date and Time: 02/27/2018 12:21 PM
 ID Number: 20041346840
 Document number: 20181173579
 Amount Paid: \$10.00

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Statement of Correction
Correcting Information for Historical Purposes
 filed pursuant to § 7-90-305 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number 20041346840
(Colorado Secretary of State ID number)

Entity name or True name TellAX, Inc.

2. The document number of the filed document that is corrected is 20171970474.

3. *(The following statement is adopted by marking the box.)*

The information contained in the filed document identified above that is incorrect is identified in the attachment and such information, as corrected, is stated in the attachment.

4. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

Notice:

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Rushton Krystal
(Last) (First) (Middle) (Suffix)
Koenig, Oelsner, Taylor, Shoenfeld
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999 18th Street, Suite 1825
Denver CO 80202
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

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**STATEMENT OF CORRECTION CORRECTING INFORMATION
FOR HISTORICAL PURPOSES**

**ATTACHMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF TELIAX, INC.**

This Attachment is to be attached to and made a part of the Amended and Restated Articles of Incorporation of TeliAx, Inc., a Colorado corporation (the "**Company**").

* * *

Section IV.A. of the Amended and Restated Articles of Incorporation of the Company requires revision to correct an inaccuracy in the number of authorized shares and shall be replaced in its entirety as follows:

ARTICLE IV

A. The Company is authorized to issue one class of stock to be designated, "Common Stock" and the total number of shares that the Company is authorized to issue is three million (3,000,000) shares (the "**Common Stock**"). Two million (2,000,000) shares of the Common Stock are hereby designated "**Class A Common Stock**" and one million (1,000,000) shares of the Common Stock are hereby designated "**Class B Common Stock**". The Class A Common Stock, together with the Class B Common Stock, shall be referred to as the Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting. The Common Stock shall have a par value of \$0.0001 per share.

* * *

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TELIAX, INC.**

David Aldworth hereby certifies that:

ONE: The original name of this company is TellAX, Inc. and the date of filing the original Articles of Incorporation of this company with the Secretary of State of the State of Colorado was October 6, 2004.

TWO: He is the duly elected and acting Chief Executive Officer of TellAX, Inc., a Colorado corporation.

THREE: The Articles of Incorporation of this company are hereby amended and restated to read as follows:

ARTICLE I

The name of this company is **TELIAX, INC.** (the “**Company**”).

ARTICLE II

The address of the registered office of this Company in the State of Colorado is 8964 Fox Drive, Suite 202, Denver, CO 80260, and the name of the registered agent of this Company in the State of Colorado at such address is David Aldworth.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Act.

ARTICLE IV

A. The Company is authorized to issue one class of stock to be designated, “Common Stock” and the total number of shares that the Company is authorized to issue is five million (3,000,000) shares (the “**Common Stock**”). Two million (2,000,000) shares of the Common Stock are hereby designated “**Class A Common Stock**” and one million (1,000,000) shares of the Common Stock are hereby designated “**Class B Common Stock**”. The Class A Common Stock, together with the Class B Common Stock, shall be referred to as the Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The Class B Common Stock shall be non-voting. The Common Stock shall have a par value of \$0.0001 per share.

B. Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Colorado (the “**Effective Time**”), each then-outstanding share of Common Stock (the “**Prior Common Stock**”) shall automatically be converted into one validly issued, fully paid and non-assessable share of Class A Common Stock, without any further action

by the holder of such shares of Prior Common Stock (the “**Recapitalization**”). Each stock certificate representing shares of Prior Common Stock shall thereafter represent the number of shares of Class A Common Stock into which the shares of Prior Common Stock previously represented by such stock certificate shall have been converted into; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Prior Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of the Class A Common Stock to which such person is entitled as a result of the Recapitalization based on the aggregate number of shares of Prior Common Stock held by such person.

C. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

D. At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the votes cast on the matter represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by applicable law.

E. Any action required or permitted by Articles 101 to 117 of the Act to be taken at a meeting of the shareholders of the Company may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

F. Notice to the shareholders of the Company of an annual meeting need not include a description of the purpose or purposes for which the meeting is called unless the Bylaws of the Company so provide.

ARTICLE V

Except as otherwise agreed in writing by the Company, no shareholder of the Company shall have any preemptive or similar right to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE VI

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

ARTICLE VII

The Company shall indemnify officers, directors, employees, or agents to the fullest extent provided under applicable law and the Bylaws of the Company.

ARTICLE VIII

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in the Company's board of directors (the "**Board**"). The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws of the Company, subject to any restrictions which may be set forth in these Articles of Incorporation.

B. The Board is expressly empowered to adopt, amend, or repeal the Bylaws of the Company. The shareholders shall also have the power to adopt, amend, or repeal the Bylaws of the Company.

C. The directors of the Company need not be elected by written ballot unless the Bylaws of the Company so provide.

* * * *

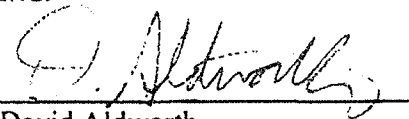
FOUR: These Amended and Restated Articles of Incorporation have been duly approved by the Board.

FIVE: These Amended and Restated Articles of Incorporation were approved by the holders of the requisite number of shares of said corporation in accordance with the Colorado Business Corporation Act of the State of Colorado.

IN WITNESS WHEREOF, TELIAX, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by its Chief Executive Officer this 29th day of December 2017.

TELIAX, INC.

Signature: _____

A handwritten signature in black ink, appearing to read "D. Aldworth", written over a horizontal line.

David Aldworth
Chief Executive Officer



Colorado Secretary of State
 Date and Time: 03/01/2006 02:54 PM
 Entity Id: 20041346840
 Document number: 20061089678

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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-110-106 of the Colorado Revised Statutes (C.R.S.)

ID number: 20041346840

1. Entity name: TellAX, Inc.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name: _____
 (if applicable)

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

<input type="checkbox"/> "bank" or "trust" or any derivative thereof	<input type="checkbox"/> "savings and loan"
<input type="checkbox"/> "credit union"	<input type="checkbox"/> "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

6. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box:

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

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8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Brewster David _____
(Last) *(First)* *(Middle)* *(Suffix)*

4890 Riverbend Road
(Street name and number or Post Office information)

Boulder CO 80301
(City) *(State)* *(Postal/Zip Code)*

United States
(Province – if applicable) *(Country – if not US)*

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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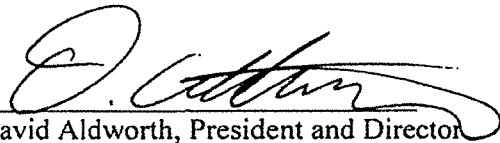
MINUTES OF SPECIAL MEETING OF DIRECTORS of TellAX, Inc.

A special meeting of the Board of Directors of TellAX, Inc. was held at the time, date and place set forth below for purposes of adopting a resolution amending the Articles of Incorporation to include 1,000,000 Common Shares Outstanding, pursuant to C.R.S. 7-110-103.

RESOLVED, that the sole officer, director, and shareholder of TellAX, Inc., David Aldworth, hereby recommends and approves the Amendment of the Articles of Incorporation to include the following:

12. The corporation is authorized to issue 1,000,000 Shares of common stock.

I, the undersigned, being the incorporator named in the certificate of incorporation of the above corporation hereby agree and consent that the special meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of adjournment thereof.



David Aldworth, President and Director

Place: 1050 17th St. Ste 240, Denver 80265
Date: February 21, 2006
Time: 2:38pm



Colorado Secretary of State
 Date and Time: 10/06/2004 08:51 AM
 Entity Id: 20041346840
 Document number: 20041346840

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 1560 Broadway, Suite 200
 Denver, CO 80202-5169

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Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-102-102 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

TellAX, Inc.

(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd"; if the corporation is a professional corporation, it must contain the term or abbreviation "professional corporation", "p.c.", or "pc" §7- 90-601, C.R.S.)

2. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

8964 Fox Drive, Suite 202

(Street name and number)

Denver

(City)

CO

(State)

80260

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Aldworth

(Last)

David

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

8964 Fox Drive, Suite 202

(Street name and number)

Denver CO 80260
(City) (State) (Postal/Zip Code)

8. Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual):

Aldworth David
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

8964 Fox Drive, Suite 202
(Street name and number or Post Office Box information)

Denver CO 80260
(City) (State) (Postal/Zip Code)

United States
(Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

United States
(Province – if applicable) (Country – if not US)

(if an individual)

(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States

(Province – if applicable) (Country – if not US)

(If there are more than three incorporators, mark this box and include an attachment stating the true names and mailing addresses of all additional incorporators.)

12. The corporation is authorized to issue 10,000 shares of common stock.
(number)

(Additional classes of capital stock may be authorized and additional information regarding the corporation's stock may be stated, mark this box and include an attachment stating pertinent information.)

13. Additional information may be included pursuant to §7-102-102, C.R.S. and other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

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14. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Aldworth David _____
(Last) (First) (Middle) (Suffix)
8964 Fox Drive, Suite 202
(Street name and number or Post Office Box information)

Denver CO 80260
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

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