

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 **Universal Mind TV, 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 calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the **Heading** thereof so that, as amended, said Heading shall be and read as follows:

“Certificate of Incorporation of Universal Mind TV, PBC; a Public Benefit Corporation”

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

“The name of the corporation is Universal Mind TV, PBC (the “Corporation”).”

RESOLVED: That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered “**Article III**” so that, as amended, said Article shall be and read as follows:

“The purpose of the Corporation is to provide free digital mental health services to at risk communities globally.”

RESOLVED: That the Certificate of Incorporation of this corporation be amended by adding “**Article X**” so that, as amended, said Article shall be and read as follows:

“A disinterested failure by a director to satisfy its duties under the Public Benefit Corporation statutes is not an act or omission not in good faith or a breach of the duty of loyalty.”

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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 18th day of March, 2021.

By: *Benjamin Korbel*

Title: President and Chief Executive Officer

Name: Benjamin Korbel